

INDEPENDENT AUDITORS' REPORT

To

The Members of Rivpe Technology Private Limited, formerly known as Omnicash Technologies Private Limited

Report on the audit of the standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of **M/s. Rivpe Technology Private Limited, formerly known as Omnicash Technologies Private Limited** ("the Company"), which comprise the standalone balance sheet as at March 31, 2026, and the standalone statement of profit and loss for the year then ended, and the standalone statement of cash flows for the year ended on that date, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (collectively referred to as the stand alone financial statements)

In our opinion and to the best of our information and according to the explanations given to us, the afore-said standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its Loss and Cash Flows for the year then ended.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the 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.

Management's responsibility for the standalone financial statements

The Company's board of directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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.
- 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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 standalone 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 standalone 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 (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet and the statement of profit and loss dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time;

- (e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) Since the Company has a turnover of less than Rs.50 Crores and its borrowings from banks and financial institutions and body corporates at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017;
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- a. Based on the information and explanations provided to us, the Company does not have any pending litigations which would impact its financial position.
- b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- e. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

- f. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements of record retention
- B. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a private limited company.

For K R M N & Associates
Chartered Accountants
FRN: 013727S

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Kishore N S
Partner
M No. 226154
UDIN: 26226154CRSIMA5370

Date: 13-05-2026
Place: Bangalore

Annexure-A Referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” of the Auditors Report issued in terms of Section 143(11) of The Companies Act, 2013:

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i.
 - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.
 - b. All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanations, the company does not own any immovable property in its name (It holds property as a lessee and the lease agreements are duly executed in favour of the Company). Therefore, provisions of Clause 3(i)(c) of the Order are not applicable to the Company.
 - d. The Company has not revalued its property, plant and equipment (including right of use of assets) or intangible asset of both during the financial year.
 - e. There is no proceeding have been initiated or pending against company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. The Company does not hold any inventory. Hence, Clause 3 (ii) (a) and (b) of the Order is not applicable to the Company.
- iii. Investments, Guarantees, Loans and Advances
 - a. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has an investments in subsidiary and in our opinion the investments made are, prime facie, not prejudicial to the interest of the Company. Further According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, respective provisions of clauses 3(iii) of the Order are not applicable to the Company.

- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, In our opinion, that in respect of loans, investments, guarantees and security the Company has complied with the provisions of Section 185 and 186 of the Companies Act.
- v. As per the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause (v) of the Order is not applicable.
- vi. According to the information and explanations given to us the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the business activities rendered by the Company. Accordingly, clause (vi) of the Order is not applicable.
- vii. In respect of statutory dues:
- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix.
- a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, government and De-benture holders
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures during the year ended 31 March 2026. Accordingly, clause 3(ix)(e) is not applicable.

f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x.

a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of the clause 3(x)(a) of the Order is not applicable.

b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of 2,539 Nos. of 0.001% Compulsorily Convertible Preference Shares of face value of Rs. 20/- each pursuant to the Extraordinary General Meeting held on 3rd April 2025 and 489 Nos. of 0.001% Compulsorily Convertible Preference Shares of face value of Rs. 20/- each pursuant to the Extraordinary General Meeting held on 8th August 2025. In our opinion, the Company has complied with the requirements of Section 42 and Section 62 of the Companies Act, 2013, as applicable, in respect of the aforesaid allotments.

xi. a) Based on examination of the books and records of the company and according to the information and explanations given to us by the management, no fraud by the Company or on the Company has been noticed or reported during the course of audit.

b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) Based on the information and explanation provided to us, there have been no whistle blower complaints received by the Company during the year.

xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, Clause 3 (xii) of the Order is not applicable.

- xiii. In our opinion, all transactions with the related parties are in compliance with section 188 of Companies Act, 2013 where applicable, and the requisite details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards. Further, in our opinion, the Company is not required to constitute audit committee under section 177 of the act.
- xiv. As the company does not fall under Section 138 of Companies Act 2013; as well as Rule 13 of Company's Rule 2014, Accordingly, Clause 3 (xiv) of the Order is not applicable.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected to its directors. Accordingly, Clause 3 (xv) of the Order is not applicable.
- 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. Accordingly, the provisions of Clause 3 (xvi) (a) & (b) of the Order are not applicable to the Company.
- b) In our opinion, neither the Company nor any company within the Group is a core investment company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c) & (d) of the Order is not applicable.
- xvii. The Company has incurred cash loss of Rs. 6.05 crore (P Y Rs. 2.28 crore) during the current year.
- xviii. There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3(xviii) of the Order is not applicable.
- 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 Standalone financial statements and our knowledge of the Board of Directors and Management plans we believe that there is no material uncertainty exists as on the date of the audit report indicating 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.

- xx. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not fall under the provisions of Sec 135 of the Companies Act, 2013. Accordingly, clause 3(xx)(a) & 3(xx)(b) of the Order are not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of the said clause under this report.

For K R M N & Associates
Chartered Accountants
FRN: 013727S

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Kishore N S
Partner
M No. 226154
UDIN: 26226154CRSIMA5370

Date: 13-05-2026
Place: Bangalore

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
(Formerly known as Omnicash Technologies Private Limited)
Balance Sheet as at 31 March 2026

(₹ in millions)

Particulars	Note	31 March 2026	31 March 2025
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	4.43	1.08
(b) Reserves and Surplus	4	539.66	74.44
Total		544.09	75.52
(2) Non-current liabilities			
(a) Long-term Borrowings	5	-	4.13
(b) Long-term Provisions	6	0.87	0.55
Total		0.87	4.68
(3) Current liabilities			
(a) Trade Payables	7		
- Due to Micro and Small Enterprises		0.16	0.34
- Due to Others		9.12	2.20
(b) Other Current Liabilities	8	8.11	1.52
Total		17.39	4.06
Total Equity and Liabilities		562.35	84.26
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	9	0.90	1.34
(ii) Intangible Assets	9	21.87	27.76
(b) Non-current Investments	10	4.90	4.90
(c) Deferred Tax Assets (net)	11	3.29	1.11
Total		30.96	35.11
(2) Current assets			
(a) Trade Receivables	12	6.04	5.08
(b) Cash and cash equivalents	13	62.46	34.65
(c) Short-term Loans and Advances	14	10.28	6.74
(d) Other Current Assets	15	452.61	2.68
Total		531.39	49.15
Total Assets		562.35	84.26

See accompanying notes to the financial statements

As per our report of even date

For KRMN & Associates

Chartered Accountants

Firm's Registration No. 0137275

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Partner

Membership No. 226154

UDIN:

Place: Bengaluru

Date:

**For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED**

Avinash
Ramesh
Godkhindi

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Avinash Ramesh Godkhindi

Director

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Place:

Date:

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Puri

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Saurabh Puri

Director

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Place:

Date:

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

(Formerly known as Omnicash Technologies Private Limited)

Statement of Profit and loss for the year ended 31 March 2026

(₹ in millions)

Particulars	Note	31 March 2026	31 March 2025
Revenue from Operations	16	1.40	0.35
Other Income	17	29.06	8.33
Total Income		30.46	8.68
Expenses			
Employee Benefit Expenses	18	27.06	19.25
Depreciation and Amortization Expenses	19	6.53	3.90
Other Expenses	20	55.92	20.64
Total expenses		89.51	43.79
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		-59.05	-35.11
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		-59.05	-35.11
Extraordinary Item		-	-
Profit/(Loss) before Tax		-59.05	-35.11
Tax Expenses	21		
- Current Tax		-	-
- Deferred Tax		-2.17	-0.04
Profit/(Loss) after Tax		-56.88	-35.07
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	22	(747.02)	(430.65)
-Diluted (In Rs)	22	(747.02)	(430.65)

See accompanying notes to the financial statements

As per our report of even date

For KRMN & Associates

Chartered Accountants

Firm's Registration No. 013727S

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Partner

Membership No. 226154

UDIN:

Place: Bengaluru

Date:

For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED

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Avinash Ramesh Godkhindi

Director

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Place: Bengaluru

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Director

11504239

Place:

Date:

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

(Formerly known as Omnicash Technologies Private Limited)

Cash Flow Statement for the year ended 31 March 2026

(₹ in millions)

Particulars	Note	31 March 2026	31 March 2025
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		-59.05	-35.11
Depreciation and Amortisation Expense		6.53	3.90
Interest Income		-1.76	-3.96
Operating Profit before working capital changes		-54.28	-35.17
Adjustment for:			
Trade Receivables		-0.80	-4.45
Loans and Advances		0.27	-4.45
Other Current Assets		-453.09	-1.20
Trade Payables		6.75	1.40
Other Current Liabilities		6.59	0.53
Short-term Provisions		0.32	0.39
Cash (Used in)/Generated from Operations		-494.25	-42.95
Net Cash (Used in)/Generated from Operating Activities		-494.25	-42.95
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		-0.21	-17.63
Purchase of Equity Instruments		-	-3.90
Loans and Advances given		-0.81	-
Interest received		1.76	3.96
Net Cash (Used in)/Generated from Investing Activities		0.75	-17.58
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		525.58	-
Buyback of Shares		-0.14	-
Proceeds from Long Term Borrowings		-4.13	-
Net Cash (Used in)/Generated from Financing Activities		521.31	-
Net Increase/(Decrease) in Cash and Cash Equivalents		27.81	-60.53
Opening Balance of Cash and Cash Equivalents		34.65	95.17
Closing Balance of Cash and Cash Equivalents	13	62.46	34.65

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date

For KRMN & Associates

Chartered Accountants

Firm's Registration No. 0137275

NAMA

SREERAMAIA

H KISHORE

CA KISHORE N S

Partner

Membership No. 226154

UDIN:

Place: Bengaluru

Date:

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**For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED**

Avinash
Ramesh
Godkhindi

Avinash Ramesh Godkhindi

Director
05250791

Place:
Date:

Saurabh
Puri

Saurabh Puri

Director
11504239

Place:
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RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

RIVPE TECHNOLOGY PRIVATE LIMITED (Formerly known as Omnicash Technologies Private Limited), is a Company registered under the Indian Companies Act (2013) [Corporate Identification Number (CIN)- U62099KA2023PTC175969 and registration number -175969 incorporated on 13th July 2023.

The company carry on the business as an intermediary providing the services of loan facilitation through online medium, website, mobile phone applications, software or otherwise, to various non-banking financial companies (NBFCs), banks and other authorised loan providers.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

b Use of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

c Property, Plant and Equipment

Fixed assets are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

d Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised as intangible asset if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

e Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. The intangible assets are amortised over the period of useful life using straight line method. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

f Depreciation and amortization

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight line basis so as to write-off the cost of the assets over the useful lives. Salvage Value of 5% is considered for all the Fixed Assets.

The useful life of the Assets has been taken as below;

* Software and Intangible Assets are amortized over the useful life, based on management's estimate.

Type of Assets	Useful Life
Plant and Equipment	5 Years
Furniture and Fixtures	10 Years
Office equipment	5 Years
Computers	3 Years
Software *	5 Years
Intangible Assets*	5 Years

g Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

h Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

i Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

j Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

k Revenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

I Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

m Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

n Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

o Earnings Per Shares

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

p Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

3 Share Capital

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 500000 (Previous Year -100000) Equity Shares	5.00	1.00
Pre Seed 0.001% Compulsorily Convertible Preference Shares, of Rs. 20 each, 25000 (Previous Year -14000) Preference Shares	0.50	0.28
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 409960 (Previous Year -81429) Equity Shares paid up	4.10	0.81
Pre Seed 0.001% Compulsorily Convertible Preference Shares, of Rs. 20 each, 16407 (Previous Year -13379) Preference Shares paid up	0.33	0.27
Total	4.43	1.08

(i) Reconciliation of number of shares

Particulars	31 March 2026		31 March 2025	
	No. of shares	(₹ in millions)	No. of shares	(₹ in millions)
Equity Shares				
Opening Balance	81,429	0.81	81,429	0.81
Issued during the year	3,42,147	3.42	-	-
Deletion	13,616	0.14	-	-
Closing balance	4,09,960	4.10	81,429	0.81
Pre Seed 0.001% Compulsorily Convertible Preference Shares				
Particulars	No. of shares	(₹ in millions)	No. of shares	(₹ in millions)
Opening Balance	13,379	0.27	13,379	0.27
Issued during the year	3,028	0.06	-	-
Deletion	-	-	-	-
Closing balance	16,407	0.33	13,379	0.27

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

In event of liquidation of the Company, the holders of equity shares would 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.

Preference Shares: The Company has issued Pre-Seed Compulsorily Convertible Preference Shares (CCPS). Each preference shareholder is entitled to a cumulative preferential dividend of 0.001% on a pari-passu basis with other shareholders. In the event of other shareholders receiving a higher dividend, the preference shareholders are entitled to receive such higher dividends paid on the equity shares.

In the event of liquidation, the preference shareholders have a priority over equity shareholders and are entitled to receive, prior to any distribution to other shareholders, the higher of:

- The investment amount made against each Pre-Seed CCPS.
- An amount equal to the percentage of the distribution proceeds prorated to the shareholding of the Pre-Seed CCPS on a converted basis as agreed.

If the liquidation proceeds are insufficient to cover these amounts, the entire proceeds shall be distributed to the preference shareholders on a pari passu basis in proportion to their investment. After fulfilling the preference shareholders' claims, any remaining assets will be distributed among the equity shareholders in proportion to their shareholding .

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2026		31 March 2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Riya Bhattacharya	-	0.00%	57,000	70.00%
Vivek Amarnani	-	0.00%	24,429	30.00%
Zaggle Prepaid Ocean Services Limited	4,09,959	99.999%	-	0.00%

Preference Shares	31 March 2026		31 March 2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Village Global III LP	12,364	75.36%	9,825	73.44%
Better Capital LP	-	0.00%	1,965	14.69%
Catalyst Trusteeship Limited	-	0.00%	982	7.34%
Zaggle Prepaid Ocean Services Limited	3,229	19.68%	-	0.00%

(iv) Shares held by Promoters at the end of the year 31 March 2026

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Riya Bhattacharya	Equity	-	0.00%	-70.00%
Vivek Amarnani	Equity	-	0.00%	-30.00%
Zaggle Prepaid Ocean Services Limited	Equity	4,09,959	99.9990%	99.9990%

Shares held by Promoters at the end of the year 31 March 2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Riya Bhattacharya	Equity	57,000	70.00%	0.00%
Vivek Amarnani	Equity	24,429	30.00%	0.00%

(v) Equity shares movement during 5 years preceding 31 March 2026

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Equity shares issued as bonus	-	-	-	-	-
Equity shares extinguished on buy-back	13,616	-	-	-	-

Disclosure pursuant to Note no. 6(A)(h,i,j,k,l) of Part I of Schedule III to the Companies Act, 2013.

1. No Shares are reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.
2. No Shares were allotted as fully paid-up pursuant to any contracts or by way of Bonus Shares.
3. All the shares were fully paid up and there are no calls unpaid.
4. No shares forfeited during the year.

The Company vide their extra ordinary general meeting held on on 3rd April 2025 approved allotment of 2,539nos. 0.001% Compulsorily Convertible Preference Shares, at a Face Value of Rs. 20/- each.

The Company vide their extra ordinary general meeting held on on 08th August 2025 approved allotment of 489nos. 0.001% Compulsorily Convertible Preference Shares, at a Face Value of Rs. 20/- each.

The company vide their Board meeting held on 16th October 2025 approved buyback of 13,616nos at a Face Value of Rs. 10/- each.

The company vide their Board meeting held on 31st March 2026 has allotted 3,42,147 equity shares at a Face Value of Rs.10/- each on rights issues basis.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

4 Reserves and Surplus

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Capital Redemption Reserve		
Add: Transfer from Securities Premium	0.14	-
Closing Balance	0.14	-
Securities Premium		
Opening Balance	112.76	112.76
Add: Issue of Shares	522.10	-
Less: Transfer to Securities Premium	0.14	-
Closing Balance	634.72	112.76
Statement of Profit and loss		
Balance at the beginning of the year	-38.32	-3.25
Add: Profit/(loss) during the year	-56.88	-35.07
Balance at the end of the year	-95.19	-38.32
Total	539.67	74.44

5 Long term borrowings

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Unsecured Bonds/debentures	-	4.13
Total	-	4.13

* The Company vide their extra ordinary general meeting held on on 08th August 2025 approved allotment of 489nos. Preference Shares, at a Face Value of Rs. 20/- each for 0.001% Unsecured Compulsorily Convertible Debentures having Face Value of Rs. 10,000/- each.

6 Long term provisions

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Provision for employee benefits	0.87	0.55
Total	0.87	0.55

7 Trade payables

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Due to Micro and Small Enterprises	0.16	0.34
Due to others	9.12	2.20
Total	9.28	2.54

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

7.1 Trade Payable ageing schedule as at 31 March 2026

(₹ in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0.16	-	-	-	0.16
Others	9.12	-	-	-	9.12
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					9.28
MSME - Undue					-
Others - Undue					-
Total					9.28

7.2 Trade Payable ageing schedule as at 31 March 2025

(₹ in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0.34	-	-	-	0.34
Others	2.20	-	-	-	2.20
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					2.53
MSME - Undue					-
Others - Undue					-
Total					2.53

8 Other current liabilities

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Statutory dues	1.28	1.46
Audit Fees Payable	0.06	0.03
Provision for Expenses	6.77	0.03
Total	8.11	1.52

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

9 Property, Plant and Equipment

(₹ in millions)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 01-Apr-25	for the year	Deduction	As on 31-Mar-26	As on 31-Mar-26	As on 31-Mar-25
(i) Property, Plant and Equipment										
Computers and laptops	1.96	0.16		2.12	0.66	0.63		1.28	0.84	1.30
Office Equipment	0.04	0.04		0.09	0.01	0.01		0.02	0.07	0.04
Total	2.00	0.21	-	2.21	0.67	0.64	-	1.30	0.90	1.34
Previous Year	1.15	0.86	-	2.00	0.12	0.55	-	0.67	1.34	1.03

(ii) Intangible Assets										
Web Domain	0.29			0.29	0.04	0.03		0.07	0.22	0.25
Internally Generated Softwares	30.83			30.83	3.32	5.86		9.18	21.65	27.51
Total	31.12	-	-	31.12	3.36	5.89	-	9.25	21.87	27.76
Previous Year	0.29	30.83	-	31.12	0.01	3.35	-	3.36	27.76	0.28

Movement in Intangible assets under development

(` in millions)

Particulars	31 March 2026	31 March 2025
Opening Balance	-	14.05
Add/(Less): Addition/(Deduction) during the year	-	-0.20
Less: Capitalised during the year	-	13.86
Closing Balance	-	-

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

10 Non current investments

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Other non-current investments		
-Investment in Subsidiary	4.90	4.90
Total	4.90	4.90

10.1 Details of Investments

(₹ in millions)

Name of Entity	No of Shares	31 March 2026	No of Shares	31 March 2025
Omnicash Fintech Pvt Ltd	4,89,999	4.90	4,89,999	4.90

11 Deferred tax assets net

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Deferred Tax	3.29	1.11
Total	3.29	1.11

11.1 Significant Components of Deferred Tax

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Deferred Tax Asset		
Income Tax Loss Carried forward	4.11	2.10
Gratuity (Provision for doubtful debts)	0.22	0.10
Gross Deferred Tax Asset (A)	4.33	2.19
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	1.04	1.08
Gross Deferred Tax Liability (B)	1.04	1.08
Net Deferred Tax Asset (A)-(B)	3.29	1.11

12 Trade receivables

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Unsecured considered good	6.04	5.08
Total	6.04	5.08

12.1 Trade Receivables ageing schedule as at 31 March 2026

(₹ in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	5.59	0.45	-	-	-	6.04
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						6.04
Undue - considered good						
Total						6.04

12.2 Trade Receivables ageing schedule as at 31 March 2025

(₹ in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	5.08	-	-	-	-	5.08
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						5.08
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
Total						5.08

13 Cash and cash equivalents

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Balances with banks in current accounts	51.17	1.82
Bank Deposit having maturity of less than 3 months	11.29	32.83
Total	62.46	34.65

14 Short term loans and advances

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Loans and advances to related parties	1.32	0.82
Advances to suppliers	0.30	0.45
Total continued	1.62	1.27

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

Short term loans and advances

(` in millions)

Particulars	31 March 2026	31 March 2025
Total continued from previous page	1.62	1.27
Balances with Government Authorities	8.64	5.44
Others		
-Other Advances	0.02	0.03
Total	10.28	6.74

15 Other current assets

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Interest accrued	0.10	1.27
Other Assets	0.28	0.50
Prepaid Cards with Loading	450.00	-
Prepaid Expense	0.23	0.42
Security Deposit	0.48	0.25
Unbilled Revenue	1.52	0.24
Total	452.61	2.68

16 Revenue from operations

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Sale of services	1.40	0.35
Total	1.40	0.35

17 Other Income

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Interest Income	1.76	3.96
Interest Received on IT Refund	0.04	-
Other Income	-	0.01
Sale of shared services- Marketing	27.26	4.36
Total	29.06	8.33

18 Employee benefit expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Salaries and wages	25.82	18.39
Staff welfare expenses	0.92	0.47
Gratuity	0.32	0.39
Total	27.06	19.25

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

19 Depreciation and amortization expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Depreciation and Amortization	6.53	3.90
Total	6.53	3.90

20 Other expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Auditors' Remuneration	0.06	0.04
Advertisement	24.72	6.36
Consultancy fees	4.67	1.34
Insurance	0.08	0.07
Professional fees	11.04	3.17
Rent	2.02	2.37
Rates and taxes	0.09	0.14
Other Business Administrative Expenses	0.02	-
Telephone expenses	0.01	-
Travelling Expenses	0.77	0.76
Miscellaneous expenses	0.03	0.02
Bank charges	0.04	0.01
Bonus Paid to Employees	2.00	-
Communication Expenses	-	0.03
Data Service Expenses	6.22	3.52
Employee Benefit Expenses	0.10	-
Forex Loss	0.02	-
Information technology expenses	2.84	2.16
Intern expenses	0.03	-
Printing and Stationary	0.02	0.02
PSP Charges	1.12	-
Software Integration fee	-	0.60
Subscription Charges	0.02	0.03
Total	55.92	20.64

21 Tax Expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Deferred Tax	-2.17	-0.04
Total	-2.17	-0.04

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

22 Earning per share

Particulars	31 March 2026	31 March 2025
Profit attributable to equity shareholders (` in millions)	-56.88	-35.07
Weighted average number of Equity Shares	76,137	81429
Earnings per share basic (Rs)	(747.02)	(430.65)
Earnings per share diluted (Rs)	(747.02)	(430.65)
Face value per equity share (Rs)	10	10

23 Auditors' Remuneration

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Payments to auditor as		
- Statutory Auditor	0.06	0.04
Total	0.06	0.04

24 Micro and Small Enterprise

(₹ in millions)

Particulars	31 March 2026		31 March 2025	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	0.16	-	0.34	-
Principal amount paid beyond appointed date	-	-	-	-
Interest due and payable for the year	-	-	-	-
Interest accrued and remaining unpaid	-	-	-	-
Interest paid other than under Section 16 of MSMED Act to	-	-	-	-
Interest paid under Section 16 of MSMED Act to suppliers	-	-	-	-
Further interest remaining due and payable for earlier	-	-	-	-

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26th August, 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006 (the Act). Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on information received and available with the Company. In view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The company has not received any claim for interest from any supplier as at the balance sheet date.

25 Related Party Disclosure

(i) List of Related Parties

Relationship

Vivek Amarnani	Director
Riya Bhattacharya	Director
Vibhore Goyal	Director
Shivam Shekar	Subsidiary Company's Director
Omnicash Fintech Private Limited	Subsidiary Company
Zaggle Prepaid Ocean Services Limited	Holding Company
Avinash Ramesh Godkhindi	Additional Non-Executive Director
Saurabh Puri	Additional Non-Executive Director

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

(ii) Related Party Transactions

(₹ in millions)

Particulars	Relationship	31 March 2026	31 March 2025
BuyBack of shares			
- Vivek Amarnani	Director	0.13	-
Salary and Allowances			
- Riya Bhattacharya	Director	6.68	1.00
- Vivek Amarnani	Director	5.83	2.00
- Shivam Shekar	Subsidiary Company's Director	4.78	4.00
Investment in Equity Shares			
- Omnicash Fintech Private Limited	Subsidiary Company	-	3.90
Sale of shared services- Marketing			
- Omnicash Fintech Private Limited	Subsidiary Company	25.74	4.36
Advance Paid			
- Omnicash Fintech Private Limited	Subsidiary Company	0.51	0.60
Issue of Equity Shares			
- Zaggle Prepaid Ocean Services Limited	Holding Company	500.00	-

(iii) Related Party Balances

(₹ in millions)

Particulars	Relationship	31 March 2026	31 March 2025
Receivables			
- Omnicash Fintech Private Limited	Subsidiary Company	5.23	5.06
Advances to be received			
- Omnicash Fintech Private Limited	Subsidiary Company	1.32	0.82

Vivek Amarnani resigned as a director with effective from 13th July 2025.

Vibhore Goyal was been appointed as Additional Director effective from 14th July 2025 and resigned as Additional Director on 20th August 2025.

Vibhore Goyal was been appointed as Director effective from 21st August 2025 and resigned as Director on 28th March 2026.

Avinash R. Godkhindi and Saurabh Puri were appointed as Additional Non-Executive Director effective from 28th March 2026.

Riya Bhattacharya resigned as a director with effective from 29th March 2026.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

26 Ratio Analysis

Particulars	Numerator/Denominator	31 March 2026	31 March 2025	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	30.55	12.12	152.18%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	-	0.05	-100.00%
(c) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	-18.36%	-37.68%	-51.28%
(d) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	0.25	0.12	104.86%
(e) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Closing Working Capital}}$	0.00	0.01	-65.02%
(f) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	-4072.33%	-10011.22%	-59.32%
(g) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	-10.85%	-44.08%	-75.38%

Reasons for Variances

Current Ratio: Declined significantly due to sharp increase in current liabilities and reduction in current assets.

Debt-Equity Ratio: Reduced to nil due to conversion of borrowings during the year.

Return on Equity Ratio: Deteriorated due to substantial increase in losses during the year.

Trade Receivables Turnover Ratio: Improved due to higher turnover relative to average receivables.

Net Capital Turnover Ratio: Improved significantly due to increase in turnover and reduction in working capital base.

Net Profit Ratio: Improved marginally despite losses, as losses increased at a lower rate compared to previous year.

Return on Capital Employed: Declined sharply due to significant increase in operating losses (negative EBIT).

27 Other Statutory Disclosures as per the Companies Act, 2013

The company does not hold any immoveable property . Hence the disclosure with regard to title deeds of immoveable property is not applicable.

During the year, Company has not revalued its Property, Plant and Equipment's. Hence the comment valuation by a registered value is not applicable.

The Company does not have any proceeding initiated or pending against the Company for holding any Benami property under the Benami transactions (prohibition) Act, 1988 and the rules made thereunder. Hence disclosure on the same is not made.

The Company has not borrowed money from banks or financial institutions during the current year.

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender during the year.

The Company does not have any transactions with companies struck off during the year.

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period during the current and previous financial year.

The Company has not entered into any scheme of Arrangement which is approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the current and previous financial year.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

The company has neither advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies) , including foreign entities (Intermediaries) nor received with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company/Funding party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The company has 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

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

The Company doesn't have any transaction 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), unless there is immunity for disclosure under any scheme as the balance sheet date.

During the period ended 31 March 2025, no material foreseeable loss was incurred for any long-term contract including derivative contracts.

28 Changes in Authorised Share Capital and Allotment on Rights Basis

During the year, the Company increased its authorised share capital from ₹15,00,000/- (divided into 1,00,000 Equity Shares of ₹10/- each and 25,000 Preference Shares of ₹20/- each) to ₹55,00,000/-, comprising 5,00,000 Equity Shares of ₹10/- each aggregating to ₹50,00,000/- and 25,000 Preference Shares of ₹20/- each aggregating to ₹5,00,000/-, and on 31 March 2026, allotted 3,42,147 Equity Shares of ₹10/- each to the Holding Company on a rights issue basis; the said increase in authorised capital and allotment have been duly approved by the Shareholders and the Board of Directors through their respective resolutions, however, the filing of the relevant forms with the Ministry of Corporate Affairs is pending as at the balance sheet date due to technical reasons and the Company is in the process of completing the said filings.

29 Prepaid Cards/Vouchers

The Company, as part of its business promotion and customer engagement strategy, has procured Gift Vouchers / E-Cards aggregating to ₹45,00,00,000 (Rupees Forty-Five Crores) during the year ended 31st March 2026. These vouchers have been sourced through an intermediary and are redeemable at Amazon, Flipkart, and Croma platforms.

The said vouchers are held by the Company and are intended to be distributed to its customers/channel partners as part of planned promotional campaigns in the forthcoming financial year. The vouchers are carried in the books at cost and are classified under other current assets in the Balance Sheet as at 31st March 2026.

The Management confirms that the vouchers are valid, subsisting, and held in the name of of the Company as at the Balance Sheet date.

30 Details of leasing arrangements

The Company has entered into operational lease arrangements for rental premises. Rent expenses Rs. 20,22,822 (Previous year Rs.23,69,973) in respect of operating leases has been incurred by the company and same is charged to profit and loss account.

31 Statutory Bonus

No provision for Bonus is made since the Company has not employed more than 20 employees.

32 Commitments to the extent not provided

Dividend on CCPS and Interest on CCD's is not provided as the value in absolute terms is insignificant and the same do not affect the true and fair presentation of financial statements.

33 Regrouping

The figures of the previous year have been regrouped / recast, wherever necessary to conform to current year’s classification.

As per our report of even date

For KRMN & Associates

Chartered Accountants

Firm's Registration No. 013727S

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Partner

Membership No. 226154

UDIN:

Place: Bengaluru

Date:

**For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED**

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Godkhindi

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Avinash Ramesh Godkhindi

Director

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Place:

Date:

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Saurabh Puri

Director

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Place:

Date:

INDEPENDENT AUDITORS' REPORT

To

The Members of Rivpe Technology Private Limited, formerly known as Omnicash Technologies Private Limited

Report on the audit of the consolidated financial statements

Opinion

We have audited the accompanying consolidated financial statements of **Rivpe Technology Private Limited, formerly known as Omnicash Technologies Private Limited** ("hereinafter referred to as the 'Holding Company'"), and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") comprising of the consolidated Balance Sheet as at 31st March, 2026, and the consolidated Statement of Profit and Loss, and consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group its associates and joint ventures as at March 31, 2026, their consolidated Loss and their consolidated cash flows for the year ended on that date.

Basis for opinion

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

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

Responsibility of Management and Those charged with Governance for Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirement of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group are in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 Holding 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 group'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 Group and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 read with notification No.464 (E) dated 5th June, 2015 along with amended notification dated 13th June, 2017 issued by MCA, the Group is exempted from reporting requirement of expressing opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, make it probable that the economic decisions of the reasonable knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.
- We communicate with those charged with governance of the Holding Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal 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, based on our audit and on the consideration of report on separate financial statements and the other financial information of the subsidiary companies incorporated in India and to the extent applicable, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly the requirement to report on clause 3(xxi) of the Order is not 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 of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

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- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time;
- (e) On the basis of the written representations received from the directors of Holding Company as on 31st March, 2026 taken on record by the Board of Directors of Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, and its associate companies incorporated in India is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls; this report does not include Report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Report on internal financial controls'), since in our opinion and according to the information and explanation given to us, the said report on internal financial controls is not applicable to the Holding Company and subsidiary company, basis the exemption available under MCA notification no. G.S.R. 583(E) dated 13th June, 2017, read with corrigendum dated 13th July, 2017 on reporting on internal financial controls with reference to consolidated financial statements
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- (a) Based on the information and explanations provided to us, the group does not have any pending litigations which would impact its financial position.
- (b) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company.
- (d) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
- (i) 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 Group to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons

or entities identified in any manner whatsoever by or on behalf of the Group 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(ii) no funds have been received by the Group from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

(e) In our opinion and according to the information and explanations given to us, there are no dividends paid/proposed by the Group during the year.

(f) Based on our examination which included test checks, performed by us on the Holding Company and its subsidiaries incorporated in India have used accounting software for maintaining their respective books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the group as per the statutory requirements of record retention

4. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a private limited company.

For K R M N & Associates

Chartered Accountants

FRN: 013727S

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Partner

M No. 226154

UDIN:26226154PCGAEF5630

Date: 13-05-2026

Place: Bangalore

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
(Formerly known as Omnicash Technologies Private Limited))
Consolidated Balance Sheet as at 31 March 2026

(₹ in millions)

Particulars	Note	31 March 2026	31 March 2025
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	4.43	1.08
(b) Reserves and Surplus	4	531.31	69.93
Total		535.74	71.01
(2) Non-current liabilities			
(a) Long-term Borrowings	5	-	4.13
(b) Long-term Provisions	6	0.87	0.54
Total		0.87	4.67
(3) Current liabilities			
(a) Trade Payables	7		
- Due to Micro and Small Enterprises		0.16	0.34
- Due to Others		9.15	2.20
(b) Other Current Liabilities	8	8.56	2.07
(c) Short-term Provisions	9	1.58	0.35
Total		19.45	4.96
Total Equity and Liabilities		556.06	80.64
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	10	0.90	1.34
(ii) Intangible Assets		21.87	27.76
(b) Deferred Tax Assets (net)		3.29	1.11
Total		26.06	30.21
(2) Current assets			
(a) Trade Receivables	11	0.51	2.34
(b) Cash and cash equivalents	12	65.47	34.96
(c) Short-term Loans and Advances	13	9.63	6.15
(d) Other Current Assets	14	454.39	6.98
Total		530.00	50.43
Total Assets		556.06	80.64

See accompanying notes to the financial statements

As per our report of even date
For KRMN & Associates
Chartered Accountants
Firm's Registration No. 013727S

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Partner
Membership No. 226154
UDIN:
Place: Bengaluru
Date:

For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED

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Godkhindi

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Avinash Ramesh Godkhindi
Director
05250791

Place:
Date:

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Saurabh Puri
Director
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Place:
Date:

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
(Formerly known as Omnicash Technologies Private Limited))
Consolidated Statement of Profit and loss for the year ended 31 March 2026

(₹ in millions)

Particulars	Note	31 March 2026	31 March 2025
Revenue from Operations		32.13	5.81
Other Income	15	1.90	4.06
Total Income		34.03	9.87
Expenses			
Employee Benefit Expenses	16	31.84	23.37
Depreciation and Amortization Expenses	17	6.53	3.90
Other Expenses	18	58.55	21.45
Total expenses		96.92	48.72
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		-62.89	-38.85
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		-62.89	-38.85
Extraordinary Item		-	-
Profit/(Loss) before Tax		-62.89	-38.85
Tax Expenses	19		
- Current Tax		-	-
- Deferred Tax		-2.17	-0.04
Profit/(Loss) after Tax		-60.72	-38.81
Profit/(Loss) for the period (before Minority interest adjustment)		-60.72	-38.81
Less: Minority interest in (Profit)/losses		-	-
Profit/(Loss) for the period (after Minority interest adjustment)		-60.72	-38.81
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	20	(797.52)	(606.62)
-Diluted (In Rs)	20	(797.52)	(606.62)

See accompanying notes to the financial statements

As per our report of even date

For KRMN & Associates

Chartered Accountants

Firm's Registration No. 013727S

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Partner

Membership No. 226154

UDIN:

Place: Bengaluru

Date:

For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED

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Avinash Ramesh Godkhindi

Director

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Place:

Date:

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Saurabh Puri

Director

09816660

Place:

Date:

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
(Formerly known as Omnicash Technologies Private Limited))
Consolidated Cash Flow Statement for the year ended 31 March 2026

(₹ in millions)

Particulars	Note	31 March 2026	31 March 2025
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		-62.89	-38.86
Depreciation and Amortisation Expense		6.53	3.90
Interest Income		-1.85	-4.05
Operating Profit before working capital changes		-58.22	-39.01
Adjustment for:			
Trade Receivables		1.83	-2.34
Loans and Advances		-0.22	-3.82
Other Current Assets		-450.35	-5.62
Trade Payables		6.77	1.40
Other Current Liabilities		6.50	0.99
Short-term Provisions		1.55	0.74
Cash (Used in)/Generated from Operations		-492.13	-47.66
Tax paid(Net)		-	-0.00
Net Cash (Used in)/Generated from Operating Activities		-492.13	-47.66
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		-0.21	-17.63
Loans and Advances given		-0.30	-
Interest received		1.83	4.06
Net Cash (Used in)/Generated from Investing Activities		1.32	-13.58
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		525.58	-
Buyback of Shares		-0.14	-
Proceeds from Long Term Borrowings		-4.13	-
Net Cash (Used in)/Generated from Financing Activities		521.31	-
Net Increase/(Decrease) in Cash and Cash Equivalents		30.50	-61.24
Opening Balance of Cash and Cash Equivalents		34.97	96.20
Closing Balance of Cash and Cash Equivalents	12	65.47	34.96

Note:

The above Cash Flow Statement has been prepared under the ‘Indirect Method’ as set out in the Accounting Standard 3 (AS-3), “Cash Flow Statements”.

See accompanying notes to the financial statements

As per our report of even date

For KRMN & Associates

Chartered Accountants

Firm's Registration No. 013727S

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Partner

Membership No. 226154

UDIN:

Place: Bengaluru

Date:

**For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED**

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Avinash Ramesh Godkhindi

Director

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Place:

Date:

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Saurabh Puri

Director

09816660

Place:

Date:

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

1 COMPANY INFORMATION

RIVPE TECHNOLOGY PRIVATE LIMITED (Formerly known as Omnicash Technologies Private Limited), is a Company registered under the Indian Companies Act (2013) [Corporate Identification Number (CIN)- U62099KA2023PTC175969 and registration number -175969 incorporated on 13th July 2023.

The company carry on the business as an intermediary providing the services of loan facilitation through online medium, website, mobile phone applications, software or otherwise, to various non-banking financial companies (NBFCs), banks and other authorised loan providers.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable. The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

The consolidated financial statements relate to Rivpe Technolgy Private Limited and its wholly owned subsidiary M/s Omnicash Fintech Private Limited. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Company and its subsidiary and associate companies are prepared in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".

b) The Company accounts for its share of post-acquisition changes in net assets of subsidiary or associate, after eliminating unrealized profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Statement, to the extent such change is attributable to the associates Profit and Loss Statement and through its reserves for the balance based on available information.

c) The difference between the cost of investment in the subsidiary or associate and the share of net assets at the time of acquisition of shares in the subsidiary or associate is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

b Use of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, provision for income taxes, the useful lives of depreciable fixed assets and provision for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

c Property, Plant and Equipment

Fixed assets are stated at cost, less accumulated depreciation / amortisation. Costs include all expenses incurred to bring the asset to its present location and condition.

d Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised as intangible asset if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

e **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. The intangible assets are amortised over the period of useful life using straight line method. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. The intangible assets are amortised over the period of useful life using straight line method. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

f **Depreciation and amortization**

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortisation is charged on a straight line basis so as to write-off the cost of the assets over the useful lives. Salvage Value of 5% is considered for all the Fixed Assets.

The useful life of the Assets has been taken as below;

* Software and Intangible Assets are amortized over the useful life, based on management's estimate.

Type of Assets	Useful Life
Plant and Equipment	5 Years
Furniture and Fixtures	10 Years
Office equipment	5 Years
Computers	3 Years
Software *	5 Years
Intangible Assets*	5 Years

g **Impairment of assets**

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

h **Leases**

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

i **Investment**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

j Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

k Revenue recognition

Revenue from sale of products are recognised on supply of goods when significant risks and rewards of ownership in the goods are transferred to the buyer. Sales are recorded net of returns, trade discounts, rebates, sales taxes and GST.

Revenue from services rendered is recognised in the statement of profit and loss over the period the underlying services are rendered.

Dividend is recorded when the right to receive payment is established.

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

l Employee Benefits

Post-employment benefit plans

Gratuity provision has been made in accordance with the requirements of the Provision for gratuity act, 1972. The Actuarial Valuation has not been availed for the above provision.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

The Company has no leave encashment policy.

m Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

n Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

o Earnings Per Shares

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.☐

p Provisions, Contingent liabilities and Contingent assets

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

3 Share Capital

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 500000 (Previous Year -100000) Equity Shares	5.00	1.00
Pre Seed 0.001% Compulsorily Convertible Preference Shares, of Rs. 20 each, 25000 (Previous Year -14000) Preference Shares	0.50	0.28
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 409961 (Previous Year -81430) Equity Shares paid up	4.10	0.81
Pre Seed 0.001% Compulsorily Convertible Preference Shares, of Rs. 20 each, 16407 (Previous Year -13379) Preference Shares paid up	0.33	0.27
Total	4.43	1.08

(i) Reconciliation of number of shares

Particulars	31 March 2026		31 March 2025	
	No. of shares	(₹ in millions)	No. of shares	(₹ in millions)
Equity Shares				
Opening Balance	81,430	0.81	81,430	0.81
Issued during the year	3,42,147	3.42	-	-
Deletion	13,616	0.14	-	-
Closing balance	4,09,961	4.10	81,430	0.81

Pre Seed 0.001% Compulsorily Convertible Preference Shares

Particulars	No. of shares	(₹ in millions)	No. of shares	(₹ in millions)
Opening Balance	13,379	0.27	13,379	0.27
Issued during the year	3,028	0.06	-	-
Deletion	-	-	-	-
Closing balance	16,407	0.33	13,379	0.27

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

In event of liquidation of the Company, the holders of equity shares would 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.

Preference Shares: The Company has issued Pre-Seed Compulsorily Convertible Preference Shares (CCPS). Each preference shareholder is entitled to a cumulative preferential dividend of 0.001% on a pari-passu basis with other shareholders. In the event of other shareholders receiving a higher dividend, the preference shareholders are entitled to receive such higher dividends paid on the equity shares.

In the event of liquidation, the preference shareholders have a priority over equity shareholders and are entitled to receive, prior to any distribution to other shareholders, the higher of:

- The investment amount made against each Pre-Seed CCPS.
- An amount equal to the percentage of the distribution proceeds prorated to the shareholding of the Pre-Seed CCPS on a converted basis as agreed.

If the liquidation proceeds are insufficient to cover these amounts, the entire proceeds shall be distributed to the preference shareholders on a pari passu basis in proportion to their investment. After fulfilling the preference shareholders' claims, any remaining assets will be distributed among the equity shareholders in proportion to their shareholding .

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2026		31 March 2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Riya Bhattacharya	-	0.00%	57,000	70.00%
Vivek Amarnani	-	0.00%	24,429	30.00%
Zaggle Prepaid Ocean Services Limited	4,09,959	100.00%	-	0.00%

Preference Shares	31 March 2026		31 March 2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Village Global III LP	12,364	75.36%	9,825	73.44%
Better Capital LP	-	0.00%	1,965	14.69%
Catalyst Trusteeship Limited	-	0.00%	982	7.34%
Zaggle Prepaid Ocean Services Limited	3,229	19.68%	-	0.00%

(iv) Shares held by Promoters at the end of the year 31 March 2026

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Riya Bhattacharya	Equity	-	0.00%	-70.00%
Vivek Amarnani	Equity	-	0.00%	-30.00%
Zaggle Prepaid Ocean Services Limited	Equity	4,09,959	100.00%	100.00%

Shares held by Promoters at the end of the year 31 March 2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Riya Bhattacharya	Equity	57,000	70.00%	0.00%
Vivek Amarnani	Equity	24,429	30.00%	0.00%

(v) Equity shares movement during 5 years preceding 31 March 2026

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Equity shares issued as bonus	-	-	-	-	-
Equity shares extinguished on buy-back	13,616	-	-	-	-

Disclosure pursuant to Note no. 6(A)(h,i,k,l) of Part I of Schedule III to the Companies Act, 2013.

1. No Shares are reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.
2. No Shares were allotted as fully paid-up pursuant to any contracts or by way of Bonus Shares.
3. All the shares were fully paid up and there are no calls unpaid.
4. No shares forfeited during the year.

Holding Company : The Company vide their extra ordinary general meeting held on on 3rd April 2025 approved allotment of 2,539nos. 0.001% Compulsorily Convertible Preference Shares, at a Face Value of Rs. 20/- each.

Holding Company : The Company vide their extra ordinary general meeting held on on 08th August 2025 approved allotment of 489nos. 0.001% Compulsorily Convertible Preference Shares, at a Face Value of Rs. 20/- each.

Holding Company :The company vide their Board meeting held on 16th October 2025 approved buyback of 13,616nos at a Face Value of Rs. 10/- each.

Holding Company : The company vide their Board meeting held on 31st March 2026 has allotted 3,42,147 equity shares at a Face Value of Rs.10/- each on rights issues basis.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

4 Reserves and Surplus

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Capital Redemption Reserve		
Add: Transfer from Securities Premium	0.14	-
Closing Balance	0.14	-
Securities Premium		
Opening Balance	112.76	112.76
Add: Issue of Shares	522.10	-
Less: Transfer to Securities Premium	0.14	-
Closing Balance	634.72	112.76
Statement of Profit and loss		
Balance at the beginning of the year	-42.83	-4.01
Add: Profit/(loss) during the year	-60.72	-38.81
Balance at the end of the year	-103.55	-42.83
Total	531.31	69.93

5 Long term borrowings

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Unsecured Bonds/debentures	-	4.13
Total	-	4.13

* The Company vide their extra ordinary general meeting held on on 08th August 2025 approved allotment of 489nos. Preference Shares, at a Face Value of Rs. 20/- each for 0.001% Unsecured Compulsorily Convertible Debentures having Face Value of Rs. 10,000/- each.

6 Long term provisions

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Provision for employee benefits	0.87	0.54
Total	0.87	0.54

7 Trade payables

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Due to Micro and Small Enterprises	0.16	0.34
Due to others	9.15	2.20
Total	9.31	2.54

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

7.1 Trade Payable ageing schedule as at 31 March 2026

(₹ in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0.16				0.16
Others	9.15				9.15
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					9.31
MSME - Undue					
Others - Undue					
Total					9.31

7.2 Trade Payable ageing schedule as at 31 March 2025

(₹ in millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0.34				0.34
Others	2.20				2.20
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					2.54
MSME - Undue					
Others - Undue					
Total					2.54

8 Other current liabilities

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Statutory dues	1.69	1.99
Audit Fee Payable	0.03	0.01
Audit Fees Payable	0.06	0.04
Provision for Expenses	6.78	0.03
Total	8.56	2.07

9 Short term provisions

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Provision for others	1.58	0.35
Total	1.58	0.35

RIVPE TECHNOLOGY PRIVATE LIMITED

(CIN: U62099KA2023PTC175969)

Notes forming part of the Financial Statements

10 Property, Plant and Equipment (₹ in millions)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 01-Apr-25	for the year	Deduction	As on 31-Mar-26	As on 31-Mar-26	As on 31-Mar-24
(i) Property, Plant and Equipment										
Computers and laptops	1.96	0.16		2.12	0.66	0.63		1.28	0.84	1.30
Office Equipment	0.04	0.04		0.09	0.01	0.01		0.02	0.07	0.04
Total	2.00	0.21	-	2.21	0.67	0.64	-	1.30	0.90	1.34
Previous Year	1.15	0.86	-	2.00	0.12	0.55	-	0.67	1.34	1.03
(ii) Intangible Assets										
Web Domain	0.29			0.29	0.04	0.03		0.07	0.22	0.25
Internally Generated Softwares	30.83			30.83	3.32	5.86		9.18	21.65	27.51
Total	31.12	-	-	31.12	3.36	5.89	-	9.25	21.87	27.76
Previous Year	0.29	30.83	-	31.12	0.01	3.35	-	3.36	27.76	0.28

The Group is developing a Fintech application branded as RIO. The objective of this product is to onboard customers with virtual credit cards. Additionally, the software is intended to facilitate the marketing and distribution of these credit cards via UPI.

Expenses attributed to the development phase of the product have been capitalized as "Product Under Development."

11 Trade receivables (₹ in millions)

Particulars	31 March 2026	31 March 2025
Unsecured considered good	0.51	2.34
Total	0.51	2.34

11.1 Trade Receivables ageing schedule as at 31 March 2026 (₹ in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	0.51					0.51
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						0.51
Undue - considered good						
Total						0.51

11.2 Trade Receivables ageing schedule as at 31 March 2025 (₹ in millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	2.34					2.34
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						2.34
Undue - considered good						
Total						2.34

12 Cash and cash equivalents (₹ in millions)

Particulars	31 March 2026	31 March 2025
Balances with banks in current accounts	51.34	1.97
Bank Deposit having maturity of less than 3 months	14.13	32.99
Total	65.47	34.96

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

13 Short term loans and advances

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Advances to suppliers	0.30	0.46
Balances with Government Authorities	9.34	5.66
Others		
-GST Input Credit	-0.03	-
-Other Advances	0.02	0.03
Total	9.63	6.15

14 Other current assets

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Interest accrued	0.12	1.27
Other Assets	0.28	1.29
Prepaid Cards with Loading	450.00	-
Prepaid Expense	0.23	0.42
Security Deposit	0.48	0.27
Unbilled Revenue	3.28	3.73
Total	454.39	6.98

15 Other Income

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Interest Income	1.85	4.05
Interest Received on IT Refund	0.05	-
Other Income	-	0.01
Total	1.90	4.06

16 Employee benefit expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Salaries and wages	30.60	22.51
Staff welfare expenses	0.92	0.47
Gratuity	0.32	0.39
Total	31.84	23.37

17 Depreciation and amortization expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Depreciation and Amortization	6.53	3.90
Total	6.53	3.90

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

18 Other expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Auditors' Remuneration	0.10	0.05
Advertisement	24.72	6.36
Consultancy fees	4.71	1.34
Indirect expenses	0.01	-
Insurance	0.08	0.07
Professional fees	11.08	3.18
Rent	2.16	2.81
Rates and taxes	0.10	0.14
Other Business Administrative Expenses	0.02	-
Travelling Expenses	0.77	0.76
Miscellaneous expenses	0.03	0.02
Bank charges	0.04	0.01
Bonus Paid to Employees	2.00	-
Communication Expenses	0.01	0.03
Data Service Expenses	6.22	3.52
Employee Benefit Expenses	0.10	-
Forex Loss	0.02	-
Information technology expenses	2.82	2.16
Intern expenses	0.03	-
IT Expenses	0.01	-
Marketing Expenses	2.36	0.35
Printing and Stationary	0.02	0.02
PSP Charges	1.12	-
Software Integration fee	-	0.60
Subscription Charges	0.02	0.03
Total	58.55	21.45

19 Tax Expenses

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Deferred Tax	-2.17	-0.04
Total	-2.17	-0.04

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

20 Earning per share

Particulars	31 March 2026	31 March 2025
Profit attributable to equity shareholders (` in millions)	-60.72	-38.81
Weighted average number of Equity Shares	76,137	63,981
Earnings per share basic (Rs)	(797.52)	(606.62)
Earnings per share diluted (Rs)	(797.52)	(606.62)
Face value per equity share (Rs)	10	10

21 Auditors' Remuneration

(₹ in millions)

Particulars	31 March 2026	31 March 2025
Payments to auditor as		
- Auditor	0.10	0.05
Total	0.10	0.05

22 Micro and Small Enterprise

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26th August, 2008 which recommends that Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006 (the Act). Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on information received and available with the Company. In view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The company has not received any claim for interest from any supplier as at the balance sheet date.

23 Related Party Disclosure

(i) List of Related Parties

Relationship

Vivek Amarnani	Director
Riya Bhattacharya	Director
Vibhore Goyal	Director
Shivam Shekhar	Subsidiary's Director
Omnicalash Fintech Private Limited	Subsidiary Company
Zaggle Prepaid Ocean Services Limited	Holding Company
Avinash Ramesh Godkhindi	Additional Non-Executive Director
Saurabh Puri	Additional Non-Executive Director

(ii) Related Party Transactions

(₹ in millions)

Particulars	Relationship	31 March 2026	31 March 2025
Salary and Allowances			
- Vivek Amarnani	Director	5.83	2.00
- Shivam Shekhar	Subsidiary's Director	4.78	4.00
- Riya Bhattacharya	Director	6.68	1.00
BuyBack of shares			
- Vivek Amarnani	Director	0.13	0.01
Issue of Equity Shares			
- Zaggle Prepaid Ocean Services Limited	Holding Company	500.00	-

Vivek Amarnani resigned as a director with effective from 13th July 2025.

Vibhore Goyal was been appointed as Additional Director effective from 14th July 2025 and resigned as Additional Director on 20th August 2025.

Vibhore Goyal was been appointed as Director effective from 21st August 2025 and resigned as Director on 28th March 2025.

Avinash R. Godkhindi and Saurabh Puri were appointed as Additional Non-Executive Director effective from 28th March 2026.

Riya Bhattacharya resided as a director with effective from 29th March 2026.

24 Ratio Analysis

Particulars	Numerator/Denominator	31 March 2026	31 March 2025	Change in %
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	27.25	10.18	167.61%
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	-	0.06	-100.00%
(c) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	-20.01%	-42.92%	-53.37%
(d) Trade receivables turnover ratio	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	22.57	4.96	354.93%
(e) Net capital turnover ratio	$\frac{\text{Total Turnover}}{\text{Closing Working Capital}}$	0.06	0.13	-50.68%
(f) Net profit ratio	$\frac{\text{Net Profit}}{\text{Total Turnover}}$	-188.98%	-668.79%	-71.74%
(g) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	-11.74%	-51.71%	-77.30%

Reasons for Variances

Current Ratio: Improved significantly due to substantial increase in current assets compared to current liabilities.

Debt-Equity Ratio: Reduced to nil due to repayment/absence of borrowings during the year.

Return on Equity Ratio: Improved due to increase in shareholders' equity despite continued losses during the year.

Trade Receivables Turnover Ratio: Improved significantly due to higher turnover with comparatively lower increase in trade receivables.

Net Capital Turnover Ratio: Declined due to substantial increase in working capital compared to turnover.

Net Profit Ratio: Improved despite continued losses, due to higher turnover during the year.

Return on Capital Employed: Improved due to increase in capital employed and comparatively lower negative returns.

Return on Investment: No change as there were no returns generated on investments in both years.

25 Other Statutory Disclosures as per the Companies Act, 2013

The Group does not hold any immoveable property . Hence the disclosure with regard to title deeds of immoveable property is not applicable.

During the year, Group has not revalued its Property, Plant and Equipment's. Hence the comment valuation by a registered value is not applicable.

The Group does not have any proceeding initiated or pending against the Company for holding any Benami property under the Benami transactions (prohibition) Act, 1988 and the rules made thereunder. Hence disclosure on the same is not made.

The Group has not borrowed money from banks or financial institutions during the current year.

The Group has not been declared as a wilful defaulter by any bank or financial institution or other lender during the year.

The Group does not have any transactions with companies struck off during the year.

The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period during the current and previous financial year.

The Group has not entered into any scheme of Arrangement which is approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the current and previous financial year.

RIVPE TECHNOLOGY PRIVATE LIMITED
(CIN: U62099KA2023PTC175969)
Notes forming part of the Financial Statements

The Group has neither advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies) , including foreign entities (Intermediaries) nor received with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company/Funding party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

The Group has 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

- (i) 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

- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

The Group doesn't have any transaction 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), unless there is immunity for disclosure under any scheme as the balance sheet date.

During the period ended 31 March 2026, no material foreseeable loss was incurred for any long-term contract including derivative contracts.

26 Holding Company - Changes in Authorised Share Capital and Allotment on Rights Basis

During the year, the Company increased its authorised share capital from ₹15,00,000/- (divided into 1,00,000 Equity Shares of ₹10/- each and 25,000 Preference Shares of ₹20/- each) to ₹55,00,000/-, comprising 5,00,000 Equity Shares of ₹10/- each aggregating to ₹50,00,000/- and 25,000 Preference Shares of ₹20/- each aggregating to ₹5,00,000/-, and on 31 March 2026, allotted 3,42,147 Equity Shares of ₹10/- each to the Holding Company on a rights issue basis; the said increase in authorised capital and allotment have been duly approved by the Shareholders and the Board of Directors through their respective resolutions, however, the filing of the relevant forms with the Ministry of Corporate Affairs is pending as at the balance sheet date due to technical reasons and the Company is in the process of completing the said filings.

27 Holding Company - Prepaid Cards/Vouchers

The Company, as part of its business promotion and customer engagement strategy, has procured Gift Vouchers / E-Cards aggregating to ₹45,00,00,000 (Rupees Forty-Five Crores) during the year ended 31st March 2026. These vouchers have been sourced through an intermediary and are redeemable at Amazon, Flipkart, and Croma platforms.

The said vouchers are held by the Company and are intended to be distributed to its customers/channel partners as part of planned promotional campaigns in the forthcoming financial year. The vouchers are carried in the books at cost and are classified under other current assets in the Balance Sheet as at 31st March 2026.

The Management confirms that the vouchers are valid, subsisting, and held in the name of of the Company as at the Balance Sheet date.

28 Details of leasing arrangements

Holding Company -The Company has entered into operational lease arrangements for rental premises. Rent expenses Rs. 20,22,822 (Previous year Rs.23,69,973) in respect of operating leases has been incurred by the company and same is charged to profit and loss account.

Subsidiary Company - The Company has entered into operational lease arrangements for rental premises. Rent expenses Rs. 1,41,000 (Previous year Rs.4,35,833) in respect of operating leases has been incurred by the company and same is charged to profit and loss account

29 Statutory Bonus

No provision for Bonus is made since the Company has not employed more than 20 employees.

30 Holding Company - Commitments to the extent not provided

Dividend on CCPS and Interest on CCD's is not provided as the value in absolute terms is insignificant and the same do not affect the true and fair presentation of financial statements.

31 Regrouping

The figures of the previous year have been regrouped / recast, wherever necessary to conform to current year’s classification.

As per our report of even date

For KRMN & Associates
Chartered Accountants
Firm's Registration No. 013727S
NAMA
SREERAMAIAH
H KISHORE
CA KISHORE N S
Partner
Membership No. 226154

UDIN:
Place: Bengaluru
Date:

**For and on behalf of the Board of
RIVPE TECHNOLOGY PRIVATE LIMITED**

Avinash
Ramesh
Godkhindi
Avinash Ramesh Godkhindi
Director
05250791

Place:
Date:

Saurabh
Puri
Saurabh Puri
Director
11504239

Place:
Date: