DECIPHER LABS LIMITED

Registered Office: A-2, Q2, 5th Floor, Cyber Towers, Hitech City, Madhapur, Hyderabad, Telangana – 500081.
Ph: (+91)-40-48536100 Url: www.decipherlabs.in Mail: decipherlabsltd@gmail.com
D.L No. TG/15/04/2016-14766/14767 CINNo.L24230TG1986PLC006781 GST:36AAACC8372L1ZB

To,

Date: 30.05.2026

BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Dear Sir/ Madam,

Unit: Decipher Labs Limited (Scrip: 524752)

Sub: Annual Secretarial Compliance Report for the financial year ended 31.03.2026 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018

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With reference to the subject cited, please find enclosed Annual Secretarial Compliance Report for the financial year ended 31.03.2026 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018.

This is for the information and records of the Exchange, please.

Thanking you.

Yours sincerely,
For Decipher Labs Limited

DALAVATH AMAR SINGH
Digitally signed by DALAVATH AMAR SINGH
Date: 2026.05.30 17:12:53 +05'30'

Amarsingh Dalavath
Whole-time Director
(DIN: 01227151)

Encl: as above

AAKANKSHA DUBEY & CO.
PRACTICING COMPANY SECRETARY

SECRETARIAL COMPLIANCE REPORT OF DECIPHER LABS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

We, **M/s Aakanksha Dubey & Co**, Practicing Company Secretaries have examined:

(a) All the documents and records made available to us and explanation provided by **Decipher Labs Limited** ("the listed entity"),

(b) The filings / submissions made by the listed entity to the stock exchanges,

(c) Website of the listed entity,

(d) Any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 20[illegible] **Not Applicable during the Audit Period**

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AAKANKSHA S. DUBEY C.P. No: 20064 Practicing Company Secretary

(j) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	*Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)*	*Regulation/ Circular No.*	*Deviations*	*Action Taken by*	*Type of Action*	*Details of Violation*	*Fine Amount*	*Observations /Remarks of the Practicing Company Secretary (PCS)*	*Management Response*	*Remarks*
1.	**Regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"),** the promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.	**Regulation 31(4)** of SEBI (SAST), Regulations, 2011	Delay in submission of declaration under Regulation 31(4) of SEBI (SAST), Regulations, 2011	BSE Limited	The exchanged sought clarification from the promoters of the company for late submission of the declaration	Delay in submission of declaration under Regulation 31(4) of SEBI (SAST), Regulations, 2011	Not Applicable	The Listed Entity provided a clarification letter to the BSE stating that *"the delay was inadvertent, unintentional and occurred due to travels of the promoter across time zones and an oversight owing to overlapping year-end obligations and regulatory submissions".* However, upon identification of the delay, the Promoter have immediately submitted the required declaration with the Exchange without any further delay.	The Company informed that it had taken the matter seriously and has sensitized the Promoter and internal compliance teams to ensure stricter adherence to timelines for all future disclosures	--

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2.	**a)Regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations and clause 6 of schedule B** read with **regulation 9(1) of PIT Regulations** by both the Directors and; **b) provisions of regulations 3(b), (c), (d), 4(1), 4(2)(e), (), (k) and (r) of PFUTP Regulations** read with **section 12A(a), (b), (c) of SEBI Act and also the provisions of regulations 30(7) read with 4(1)(c), (e), (h), (i)of the LODR Regulations**	**Regulations:** a) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 b) SEBI (Prohibition of Insider Trading) Regulations, 2015 c) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	violations of the provisions of the PPFUTP Regulations and PIT Regulations	SEBI	As mentioned in the **Annexure I**	Violations of the following sections/ provisions under following acts: a)Section 12A(a), (b), (c) of the SEBI Act, 1992 read with Regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations and clause 6 of schedule B read with regulation 9(1) of PIT Regulations by both the Directors and; b) provisions of regulations 3(b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations read with section 12A(a), (b), (c) of SEBI Act and also the provisions of regulations 30(7) read with 4(1)(c), (e), (h), (i)of the LODR Regulations.	As mentioned in the **Annexure I**	The Listed Entity shall comply with all the provisions of the following acts & regulations: SEBI Act, 1992; PIT Regulation; PFUTP Regulations and LODR Regulations, 2015	The Company and its Directors, Mr. Janakiram Ajjarapu and Mr. Sushant Mohan Lal have jointly filed an appeal to Securities Appellate Tribunal. The hearing for appeal against SEBI Order vide QJA/SS/IVD-2/ID18/31578/2025-26 dated 31st July, 2025 was held on 16th September, 2025. The appeal was admitted and the order has been received. Details of order annexed as **Annexure II.** Further final order is pending with SAT.	--

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B. The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	**Regulation 6(1)** - Requirement to appoint a qualified company secretary as the compliance officer	**Regulation:** Securities and Exchange Board of India (LODR) Regulations, 2015 **Circular No.:** SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023	The Listed Entity defaulted in Appointment of Company Secretary and Compliance officer with delay of 2 days	BSE Limited	Fine	Delay in Appointment of Company Secretary and Compliance officer	Rs. 2360/- (Rupees Two Thousand Three Hundred and Sixty Only) including GST.	The Listed Entity appointed the Company Secretary and Compliance Officer with delay of 2 days after the expiry of 3 months from the resignation of previous Company Secretary and Compliance Officer.	The Company has paid the fine of Rs. 2360/- to the BSE Limited	--

AAKANKSHA S DUBEY Practicing Company Secretary C.P. No: 20064

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PRACTICING COMPANY SECRETARY

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observation s/ Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	Yes	None
3.	**Maintenance and disclosures on Website:** • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes Yes Yes	None None None
4.	**Disqualification of Director(s):** None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.
5.	**Details related to subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies.	Yes	None

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	Disclosure requirement of material as well as other subsidiaries.		
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of audit committee for all related party transactions; In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the audit committee.	Yes	None
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)	Yes	As mentioned in the above table

AAKANKSHA DUBEY * Practicing Company Secretary * C.P. No: 20064

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	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of the statutory auditor during the period under review.
13.	Additional Non-compliances, if any:	Not Applicable	No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Aakanksha Dubey & Co

Place: Hyderabad
Date: 30.05.2026

Aakanksha Sachin Dubey
Practicing Company Secretary
M. No. A49041; C.P. No. 20064
UDIN: A049041H000547715
Peer Review Certificate No. 3363/2023

Annexure I

a. The Company, namely Decipher Labs Ltd. is restrained from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly for period of one year.

b. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly, or being associated with the securities market in any manner, whatsoever, for the following period, from the date of this order.

c. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are directed to disgorge the unlawful gains of Rs. Rs. 7,90,90,000/- and Rs. 2,30,82,800/- respectively each within 45 days from the date of the order and the same shall be credited into the IPEF referred to in section 11(5) of the SEBI Act, within 45 days from the date of the order.

d. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are prohibited from selling their assets, properties including mutual funds/shares/securities held by them in demat and physical form except for the purpose of effecting disgorgement or payment of penalty in terms of the order.

e. Penalty to Mr. Janakiram Ajjarapu, Promoter & Director an amount of Rs. 50,00,000/- (Fifty Lakh rupees) to under Section 15HA of the SEBI Act for violating regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of the PFUTP Regulations and Rs. 10,00,000/- (ten Lakh rupees) under Section 15HB of the SEBI Act for violating clause 6 of schedule B read with regulation 9(1) of PIT Regulations.

f. Penalty to Mr. Sushant Mohan Lal, Director an amount of Rs. 30,00,000/- (Thirty Lakh rupees) under section 15HA of the SEBI Act for violating regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of the PFUTP Regulations and Rs. 5,00,000/- (Five Lakh rupees) under Section 15HB of the SEBI Act for violating clause 6 of schedule B read with regulation 9(1) of PIT Regulations.

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Annexure II

a) There shall be no coercive action to recover the disgorgement and penalty amount from Appellants Nos. 1 and 2 (i.e. Mr. Janakiram Ajjarapu and Mr. Sushant Mohan Lal) subject to deposit 50% of the amount within four weeks from the date of order i.e. 16th September, 2025;

b) Appellants Nos. 1 and 2 (i.e. Mr. Janakiram Ajjarapu and Mr. Sushant Mohan Lal) shall be permitted to sell their shares in their demat account to comply with the order from SAT against Appeal No. 421 of 2025 dated 16th September, 2025 and

c) Stay is granted on Paragraph No. 105(a) of the impugned order of SEBI Order vide QJA/SS/IVD-2/ID18/31578/2025-26 dated 31st July, 2025 which restricted the Company, namely Decipher Labs Ltd. from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly for period of one year. Effectively, the stay Order removes the restriction imposed on the company.

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