

GROARC INDUSTRIES INDIA LIMITED
(Formerly known as Telesys Info-Infra (I) Limited)

34th ANNUAL REPORT
2025-26

BOARD OF DIRECTORS DURING THE YEAR:

Sr. No.	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Rajendhiran Jayaram	Executive Director	Whole time Director
2	Shri Chandran Ganesan	Executive Director	Whole-time Director
3	Shri. Vijayaraj Jain Heerachand Jain	Non-Executive	Non-Independent Director
4	Shri. Murali Chengalvarayan	Non-Executive	Independent Director
5	Mrs. Rainy Ramesh Singhi	Non-Executive	Independent Director
6	Shri. T. S. Srinivasan	Non-Executive	Independent Director
7	Ms. Priyanka Kumawat	Company Secretary	Company Secretary
8	Ms. Thilagam	Chief Financial Officer	Chief Financial Officer

Auditors	Venkat and Rangaa LLP Chartered Accountants. Address: New no.6,old no.15,Central Avenue,Kesavaperumaipuram,R.A. Puram, Chennai-600 028 Phone no:044-24954796 Mobile No.: 8838185394 Email: vandr.caoffice@gmail.com
Bankers	Karur Vysya Bank, Old No. 105, New No. 212, G.A.Road, Old Washermanpet, Chennai 600021
Registered Office	No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai TN 600002 IN
E-Mail Id Website Address Telephone No.	telesys1992@yahoo.com www.telesys.in 044-49510300
Company Secretary & Compliance Officer	Ms. Priyanka Kumawat
Chief Financial Officer	Mrs. S. Thilagam
Share Transfer Agents	Cameo Corporate Services Limited, #1, Subramaniam Building, Club House Road, Mount Road, Chennai – 600002. Ph.: (044) 28460390 (5 lines) Fax: (044) 28460129

CONTENTS

Sr. No	Contents	Page No.
1.	Notice of Meeting	1
2.	Directors' Report	19
3.	Secretarial Audit Report	31
4.	Corporate Governance Report	35
5.	Management Discussion and Analysis	52
6.	MD and CFO Certification	55
7.	Code of Conduct	56
8.	Certificate of Non-Disqualification of Directors	57
9.	Auditor's Report	59
10.	Balance Sheet	70
11.	Profit and Loss Accounts	71
12.	Cash Flow Statement	72
13.	Notes Forming part of Financial Statement & Schedule to Financial Statement	73

NOTICE IS HEREBY GIVEN THAT 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF GROARC INDUSTRIES INDIA LIMITED (FORMERLY KNOWN AS TELESYS INFO-INFRA (I) LIMITED) WILL BE HELD ON, SATURDAY ON 18TH JULY 2026 AT 2:30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. TO CONSIDER RE-APPOINTMENT OF MR. VIJAYARAJ JAIN HEERACHAND JAIN (DIN: 01319086) DIRECTOR WHO RETIRES BY ROTATION;

To re-appoint Mr. Vijayaraj Jain Heerachand Jain (DIN: 01319086) Director, who retires by rotation and, being eligible, offers himself for re-appointment.

In this regard consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mr. Vijayaraj Jain Heerachand Jain (DIN: 01319086) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. CHANDRAN GANESAN (DIN: 08166461) AS WHOLE TIME DIRECTOR:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the basis of recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for re appointment of Mr. Chandran Ganesan (DIN: 08166461) as Whole Time Director of the Company for a period of 3 (Three) years effective from **21st April**,

2026 to 20th April, 2029, on such terms and conditions on remuneration as set out in the explanatory statement to this notice:

RESOLVED FURTHER THAT the remuneration payable to Mr. Chandran Ganesan shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time:

RESOLVED FURTHER THAT Any Directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the aforesaid resolution.”

4. RE-APPOINTMENT OF MR. TIRUKKURUNGUDI SESHADRI SRINIVASAN (DIN: 07044410) AS AN INDEPENDENT DIRECTOR AND CONTINUATION AS A DIRECTOR BEYOND THE AGE OF 75 YEARS;

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Rules made thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Tirukkurungudi Seshadri Srinivasan (DIN: 07044410) who has submitted a declaration confirming the criteria of independence under the Companies Act, 2013 and SEBI (LODR) Regulations, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing **from 26th August 2026 to 25th August 2031**:

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, approval of the Members be and is hereby accorded for continuation of Mr. T. S. Srinivasan (DIN: 07044410) as a Non-Executive Independent Director of the Company notwithstanding that he will attain the age of 75 years during his tenure:

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents as may be necessary or expedient to give effect to this resolution.”

**By Order of Board
For Groarc Industries India Limited
(Formerly known as Telesys Info- Infra (I) Limited)
Sd/-
Chandran Ganesan
Whole Time Director
DIN: 0816646**

**Place: Chennai
Date : 20/06/2026**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 3 & 4 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 2 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice.
2. Ministry of Corporate Affairs (“MCA”) *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject (“SEBI Circulars”), have permitted to conduct the Annual General Meeting (“AGM”) virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 34th AGM of the Company is being held virtually.

The Notice convening 34th AGM along with the Integrated Annual Report for F.Y. 2025-2026, is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening 34th AGM and Integrated Annual Report for FY 2025-2026 will also be available on the Company’s website www.telesys.in, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. The Company will also publish an advertisement in the newspapers containing details of the 34th AGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the 34th AGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 34th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 34th AGM along with the Annual Report for the Financial Year ended March 31, 2026, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2025-26 and the Notice convening the 34th AGM are also available on the Company’s website www.telesys.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e www.evotingindia.com
5. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the

members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

6. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to fcsrcm@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com.
7. The Members can join the 34th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 34th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 19th June 2026, have been considered for the purpose of sending the Notice of 34th AGM and the Annual Report.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
12. Register of Members and Transfer Books of the Company will remain closed from Sunday, 12th July, 2026 to Saturday, 18th July, 2026 (both dates inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members

holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent M/s. Cameo Corporate Services Limited. At cameo@cameoindia.com for assistance in this regard.

14. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s. Cameo Corporate Services Limited.
16. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to Link Cameo Corporate Services Limited; in case the shares are held by them in physical form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Cameo Corporate Services Limited for shares held in physical form, with relevant documents that may be required.
18. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:
 - Day, date and time of commencement of remote e-Voting: **Wednesday, 15th July, 2026 at 09:00 A.M. (IST)**
 - Day, date and time of end of remote e-Voting: **Friday, 17th July, 2026 at 5:00 P.M. (IST)**
19. The Company has fixed Saturday, 11th July, 2026 as the "Cut-off date" for identifying the Members who shall be eligible for participation in the 34th AGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.

20. The Board of Directors have appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.telesys.in, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote e-voting period begins on **Wednesday, 15th July, 2026 at 09:00 A.M. and ends on Friday, 17th July, 2026 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, 11th July, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during</p>

(DP)	the meeting.
-------------	--------------

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

Details

- If both the details are not recorded with the depository or company, please

OR Date of Birth (DOB) enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the **EVSN (260624004)** for the relevant **“GROARC INDUSTRIES INDIA LIMITED”** on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; telesys1992@yahoo.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to telesys1992@yahoo.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to telesys1992@yahoo.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 for procuring user id and password for e-voting by providing above mentioned documents.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote evoting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN (260624004) of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at telesys1992@yahoo.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**By Order of Board
For Groarc Industries India Limited
(Formerly knowns as Telesys Info- Infra (I) Limited)
Sd/-
Chandran Ganesan
Whole Time Director
DIN: 08166461**

**Place: Chennai
Date : 20/06/2026**

EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Companies Act 2013, sets out all material facts relating to items of special business mentioned in the accompanying notice of the AGM.

ITEM NO. 3 : RE-APPOINTMENT OF MR. CHANDRAN GANESAN (DIN: 08166461) AS A WHOLE TIME DIRECTOR OF THE COMPANY

At the 29th Annual General Meeting held on September 30, 2021, the Members of the Company had approved the appointment and terms of remuneration of Mr. Chandran Ganesan (DIN: 08166461) as a Whole Time Director of the Company for a period of 5 years. Based on the recommendation of the Nomination & Remuneration Committee ('the Committee') and subject to the approval of the Members at ensuing Annual General Meeting, the Board of Directors at its meeting held on 21st April, 2026 re-appointed Mr. Chandran Ganesan (DIN : 08166461) as the Whole Time Director of the Company with effect from 21st April, 2026 for a period of 3 (three) years upto 20th April 2029.

Further in accordance with the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified under Section 197 read with Schedule V, provided that the Members approval by way of a Special Resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years starting from **21st April 2026 to 20th April 2029**.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Chandran Ganesan (DIN: 08166461) has been recommended and approved, for a period of three years effective from 21-04-2026 to 20-04-2029, by the Nomination and Remuneration Committee at its Meeting held on 21/04/2026 and subsequently by the Board of Directors at its Meeting held on the even date. The approval of the Members pursuant to Section 197(1) read with schedule V of the Act, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), is sought for the remuneration payable to Mr. Chandran Ganesan, as the Whole Time Director of the Company for the period from **21st April 2026 to 20th April 2029**

Except Mr. Chandran Ganesan and his relatives, **None** of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 3**.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Sr. No.	Particulars	Details
1	Name of Director	Mr. Chandran Ganesan
2	DIN	08166461
3	Date of Birth	19-09-1962
4	Age	63
5	Date of first appointment on the Board	14-04-2021
6	Qualification	Graduate
7	Experience & Expertise	Mr. Chandran Ganesan is a businessman and having experience in import & export trading in commodities and infrastructure industry of more than 10 years.
8	No. of Meetings of the Board attended during the year	5
9	List of Directorship of other Boards	1
10	The Listed entity from which Director has resigned in last three years	Nil
11	Partners in LLP	1
12	List of Membership / Chairmanship of Committees of other Companies	Nil
13	Shareholding in Company	Nil
14	Shareholding in any Group Company	NA
15	Any relationship with KMP	NA
16	Any relationship with Promoter	NA
17	Terms and Conditions of re-appointment	As per Letter of appointment and the board appointed for the term of three years w.e.f. 21st April 2026 to 20th April 2029 as an Executive, Whole Time Director

ITEM NO. 4: RE-APPOINTMENT OF MR. TIRUKKURUNGUDI SESHADRI SRINIVASAN (DIN: 07044410) AS AN INDEPENDENT DIRECTOR AND CONTINUATION AS A DIRECTOR BEYOND THE AGE OF 75 YEARS;

Mr. T. S. Srinivasan (DIN: 07044410) was appointed as an Independent Director of the Company by the Members at the 29th Annual General Meeting held on September 30, 2021, for a term of five consecutive years commencing from August 26, 2021 and ending on August 25, 2026.

Based on the recommendation of the Nomination and Remuneration Committee and considering his rich experience, expertise, knowledge, integrity and valuable contribution to the Board and Committees thereof, the Board of Directors at its meeting held on 20th June 2026 approved and recommended to the Members the re-appointment of Mr. T. S. Srinivasan as an Independent Director of the Company for a second consecutive term of five (5) years commencing from August 26, 2026 up to August 25, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a **Special Resolution**.

Mr. Srinivasan has given his consent to act as an Independent Director and has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that Mr. Srinivasan fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the management.

Further, during the financial year 2026-27, Mr. Srinivasan has attained the age of 75 years. Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of a **Special Resolution** is required for appointment or continuation of a Non-Executive Director who has attained the age of 75 years. Considering his extensive industry experience, professional expertise, active participation in Board deliberations and significant contribution towards the growth and governance of the Company, the Board believes that his continued association would be of immense benefit to the Company.

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

Except Mr. T. S. Srinivasan and his relatives, **None** of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 4**.

Justification for Re-appointment:

The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the view that the continued association of Mr. Tirukkurungudi Seshadri Srinivasan would be beneficial to the Company considering:

- a. Significant contribution towards strengthening the Company's corporate governance framework and Board deliberations.
- b. Valuable guidance provided in strategic decision-making, regulatory compliance and business growth initiatives.
- c. Deep understanding of the Company's business, industry dynamics and regulatory environment.
- d. Active participation in the meetings of the Board and Committees and constructive contribution to discussions.

- e. Continued fulfilment of the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015:

Further in accordance with the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified under Section 197 read with Schedule V, provided that the Members approval by way of a Special Resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years starting from 26-08-2026 to 25-08-2031.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Tirukkurugudi Seshadri Srinivasan (DIN: 07044410) has been recommended and approved, for a period of five years effective from 26-08-2026 to 25-08-2031, by the Nomination and Remuneration Committee at its Meeting held on 20-06-2026 and subsequently by the Board of Directors at its Meeting held on the even date. The approval of the Members pursuant to Section 197(1) read with schedule V of the Act, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re enactment(s) thereof for the time being in force), is sought for the remuneration payable to Mr. Tirukkurugudi Seshadri Srinivasan as the Non-Executive Independent Director of the Company for the period from 26-08-2026 to 25-08-2031.

DETAILS OF DIRECTORS WHO HAS ATTAINED 75 YEARS OF AGE AND RE-APPOINTING AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Sr. No.	Particulars	Details
1	Name of Director	Mr. Tirukkurugudi Seshadri Srinivasan
2	DIN	07044410
3	Date of Birth	08-10-1951
4	Age	74 years
5	Date of first appointment on the Board	26/08/2021
6	Qualification	Chartered Accountant, Company Secretary and Cost and Management Accountant.
7	Experience & Expertise	Mr. Tirukkurugudi Seshadri Srinivasan (DIN: 07044410) is an FCA, ACS and ACMA with more than 45 years of experience in the field of finance, accounting and Company Law matters.
8	No. of Meetings of the Board attended during the year	5
9	List of Directorship of other Boards	4
10	The Listed entity from which Director has resigned in last three years	1

11	Partners in LLP	0
12	List of Membership / Chairmanship of Committees of other Companies	1 Chairman and 3 Membership
13	Shareholding in Company	Nil
14	Shareholding in any Group Company	NA
15	Any relationship with KMP	NA
16	Any relationship with Promoter	NA
17	Terms and Conditions of re-appointment	Non-Executive, Independent Director, Not liable to retire by Rotation

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)
Sd/-
Chandran Ganesan
Whole Time Director
DIN: 08166461

Place: Chennai
Date: 20/06/2026

DIRECTORS REPORT

Dear Stakeholders,

Your Directors have pleasure in presenting 34th Annual Report of GROARC INDUSTRIES INDIA LIMITED ('The Company'), together with the Audited Financial Statements (standalone) for the Financial Year ended March 31, 2026.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

The Standalone financial Statements highlights of the Company's Operation are Summarized below:

(Rs. In Lakhs)

Particulars	2025-26	2024-25
Revenue from Operations	2,568.81	3,478.59
Other Income	115.91	61.37
Total Income Revenue	2,684.72	3,539.95
Profit before Tax	46.21	116.45
Total Tax Expenses	11.75	29.41
Net Profit	34.47	87.05
Earnings Per Equity Share (in Rs.)		
Basic	0.17	0.43
Diluted	0.17	0.43

During the year under review, the Revenue from operations of the Company for FY 2025-26 was Rs. 2,568.81 Lakhs as compared to Rs. 3,478.59 Lakhs for FY 2024-25 has been decreased by 26.15%. The Profit before tax for FY 2025-26 was Rs. 46.21 Lakhs as compared to previous year Rs. 116.45 lakhs for FY 2024-25.

Earnings per share was Rs. 0.17 (Basic) and (Diluted) stood at in FY 2025-26 as compared to Rs. 0.43 (Basic) and (Diluted) in FY 2024-25.

The company's Financial Statements have been prepared in compliance with the Indian Accounting Standards (Ind-AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015, in accordance with Section 133 of the Companies Act, 2013, and other applicable provisions of the Act. The annual accounts have been prepared without any significant deviations from the prescribed accounting norms.

The company ensures timely adoption of new or amended Ind-AS as applicable, and any material impact arising from such changes is appropriately disclosed in the financial statements. The financial reporting process involves a thorough review by the finance team and consultation with external auditors to ensure adherence to statutory requirements.

2. TRANSFER TO RESERVES :-

During the year under review, no amount has been transferred to the general reserve of the Company.

3. DIVIDEND:-

Your Directors did not recommend any dividend for the year.

4. INCREASE IN ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL:

There has been no increase/decrease in the Authorized Share Capital of your Company during the year under review.

5. LISTING OF EQUITY SHARES:

The Company's equity shares are listed on the following Stock Exchange:

- (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India;

6. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:-

The Company does not have any Subsidiary, Associates and Joint Venture companies. Hence, Clause is not applicable.

7. NATURE OF BUSINESS:-

During the Financial Year under review, there were no changes in nature of business of the company.

8. CHANGE IN NAME OF THE COMPANY:

During the Financial Year under review, the Company has not changed its name.

9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Composition:

The Company recognizes that a diverse and well-balanced Board is fundamental to its sustained success and effective governance. In alignment with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the composition of the Board reflects an optimal mix of Executive and Non-Executive Directors.

The Board comprises individuals with a wide spectrum of expertise, including industry knowledge, financial acumen, legal insight, and operational experience. The Directors also bring in diverse regional, cultural, and geographical perspectives, which contribute meaningfully to informed decision-making and help maintain the Company's strategic edge in a competitive environment.

As of March 31, 2026, the Board consisted of six (6) Directors, including:

- Two Executive Directors and
- One Non-Executive Directors, Three Independent Director including one Independent Woman Director.

Appointment/ Re-Appointment:

During the Financial Year 2025-26, there was re-appointment of **Mr. Chandran Ganesan, Whole Time Director** for term of three financial years and Mr. Tirukkurugudi Seshadri Srinivasan, Independent Director for second term of five financial years.

Directors Retiring by Rotation:

Pursuant to the provisions of Section 152 of the Act read with the relevant rules made thereunder, one-third of the Directors are liable to retire by rotation every year and if eligible, offer themselves for re-appointment at the AGM.

Mr. Heerachand Jain (DIN: 01319086), who retires by rotation as a director being longest in the office has been liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible,

has sought re-appointment. Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended their reappoint and the matter is being placed for seeking approval of members at the ensuing Annual General Meeting of the Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings, necessary details of Mr. Heerachand Jain (DIN: 01319086), are provided as an **Annexure** to the Notice of the Annual General Meeting.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Key Managerial Personnel :

There was no change in the Key Managerial Personnel of the Company during the year under review.

10. INDEPENDENT DIRECTORS:

The Company has three Independent Directors, namely Mr. Tirukkurugudi Seshadri Srinivasan, Mr. Murali Chengalvarayan, Mrs. Rainy Ramesh Singhi. All the Independent Directors has submitted the requisite declarations under Section 149(7) of the Act, affirming that they meet the criteria of independence as outlined in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In accordance with Regulation 25(8) of the SEBI Listing Regulations, all Independent Directors have further confirmed that they are not aware of any circumstances or situations that could impair their independence or affect their ability to exercise objective judgment free from external influence.

The Board of Directors has reviewed and noted these declarations and confirmations after conducting a thorough assessment of their accuracy. The Independent Directors have also affirmed compliance with the provisions of Schedule IV of the Act (Code for Independent Directors) and the Company's Code of Conduct. There has been no change in the status or circumstances that would affect their designation as Independent Directors during the reporting period.

Additionally, the Company has received confirmation from all Independent Directors regarding their registration in the Independent Directors' databank, maintained by the Indian Institute of Corporate Affairs, in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at www.telesys.in

Familiarization Programme for Independent Directors:

Your Company has adopted a formal Familiarisation Programme for Independent Directors to support their effective participation on the Board. As part of the familiarisation process, the Company provides detailed insights into its business operations, industry dynamics, organizational structure, and group-level businesses. Independent Directors are also informed about the regulatory and compliance obligations under the Companies Act, 2013 and the SEBI Listing Regulations.

The details of Familiarization Programmes are placed on the website of the company and the website of the company www.telesys.in

11. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, in relation to the audited financial statements of the Company for the year ended 31st March 2026; the Board of Directors hereby confirms that:

1. In the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual accounts on a going concern basis.
5. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

12. NUMBER OF MEETINGS OF THE BOARD:

During the financial year under review, the board has meet **Five (5)** times in financial year, the details of which are given in the Corporate Governance Report of the Company, which forms a part of the Annual Report and is annexed as **Annexure-I**. The intervening gap between the meetings was within the prescribed period under the Act and the SEBI Listing Regulations.

Independent Directors:

During the year under review, the Independent Directors of the Company met 1 (one) time on 05th February, 2026.

13. ANNUAL BOARD EVALUATION:-

The Company has established a comprehensive framework for evaluating the performance of the Board of Directors, its Committees, and individual Directors, in line with the requirements of Sections 134 and 178 of the Companies Act 2013 and the Regulation 17(10) of the SEBI Listing Regulations, and the Company's Nomination and Remuneration Policy.

As part of this evaluation process, structured and confidential questionnaires were circulated to all Directors to obtain feedback on various aspects of the Board's functioning, the effectiveness of its Committees, and the performance of each Director. The observations and responses received were compiled, analysed, and subsequently presented to the Chairman of the Board for review and discussion.

The evaluation of Directors covered several aspects, including their attendance and participation in meetings, understanding of the Company's operations and business environment, application of knowledge and expertise, quality of contributions to discussions, maintenance of confidentiality, integrity, and independent judgment. Directors were also evaluated on their alignment with the Company's core values, commitment to fiduciary responsibilities, and adherence to the Code of Conduct.

The Board's performance was assessed based on criteria such as the effectiveness of its oversight on compliance and governance matters, clarity in the roles of the Chairman and Executive/Non Executive Directors, the diversity and mix of skills and expertise, strategic involvement, and overall guidance in areas such as risk management, financial reporting, ethics, and succession planning. Particular emphasis was placed on the Board's ability to provide strategic foresight and review the implementation of key initiatives and policies.

The evaluation of Committees considered their structure, independence, frequency of meetings, adherence to defined procedures, effectiveness in fulfilling their responsibilities, and the extent of their contribution to Board decisions. The Committees were also assessed on their ability to engage meaningfully with internal and external auditors, and their role in supporting oversight functions.

Based on the outcome, the Board concluded that the overall performance of the Board, its Committees, and individual Directors, including Independent Directors, was found to be satisfactory.

14. COMMITTEES OF THE BOARD:

As on March 31, 2026, the Board has constituted the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee

During the year, all recommendations made by the committees were approved by the Board.

Details of all the Committees such as terms of reference, composition and meetings held during the year under review are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

15. CORPORATE SOCIAL RESPONSIBILITY:

During the year under review, the Company does not fall under the limit of Section 135 of the Companies Act 2013 and rules made thereunder. Hence, Clause is not applicable.

16. PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the parameters below was satisfactory:

- (i) All Directors had attended the Board meetings;
- (ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.
- (iii) The Independent Directors only received sitting fees.
- (iv) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and independent views.
- (v) The compliances were reviewed periodically;
- (vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who placed report with the Board and Audit committee.

17. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT :

There has been no material changes and commitment that can affect the financial position of the Company occurred between the end of the Financial Year to which this financial statement relate and the date of report.

18. NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company has established a comprehensive Policy on Director Appointment and Remuneration, which also encompasses Key Managerial Personnel and other employees. This policy serves as a framework for the Nomination and Remuneration Committee to identify and recommend individuals who possess the necessary qualifications, skills, and experience to serve as Directors. It also lays down clear criteria for assessing the independence of Directors in accordance with regulatory requirements and the Company's governance standards.

Furthermore, the policy ensures that the Company's remuneration strategy is aligned with its overarching business objectives. Remuneration packages are designed to reward individual contributions as well as overall organizational performance, while remaining competitive and in line with industry benchmarks. This approach not only motivates Directors and employees to deliver sustainable value but also supports the retention of high-caliber talent.

In addition to fixed and variable pay components, the policy emphasizes transparency, fairness, and alignment with shareholder interests. The Committee regularly reviews the policy to adapt to changing regulatory landscapes and evolving best practices in corporate governance. This enables the Company to maintain a balanced and performance-driven reward system that fosters long term growth and accountability.

19. BOARD POLICIES:

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company www.telesys.in

- a) Risk Management Policy
- b) Code of Conduct for Directors and Senior Management Personnel
- c) Nomination and Remuneration Policy
- d) Familiarization Programme for Independent Directors
- e) Terms and Conditions for Appointment of Independent Director
- f) Code of Conduct for Non Executive Director
- g) Policy on Disclosure of Material Events
- h) Policy for determining Material Subsidiaries
- i) CSR Policy
- j) Policy on preservation of Documents
- k) Policy on archival of data
- l) Whistle Blower Policy and Vigil Mechanism
- m) Policy on Related Party Transactions
- n) Dividend Distribution Policy
- o) Human Rights Policy

20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The establishment of an effective corporate governance and internal control system is essential for sustainable growth and long-term improvements in corporate value, and accordingly Groarc Industries India Limited works to strengthen such structures. We believe that a strong internal control framework is an important pillar of Corporate Governance.

Your Company has put in place adequate internal financial controls commensurate with the size and complexity of its operations. The internal controls ensure the reliability of data and financial information to maintain accountability of assets.

The Company has an effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. Critical functions are rigorously reviewed and the reports are shared with the Management for timely corrective actions, if any. Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high-risk areas.

The internal audit is entrusted to Mr. Umang R Shah (Membership No. 230172), Internal Auditor of the Company.

The main focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry. Significant audit observations and follow-up actions thereon are reported to the Audit Committee. For ensuring independence of audits, internal auditors report directly to the Audit Committee. any. Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high-risk areas.

21. STATUTORY AUDITORS:

M/s. Venkat & Rangaa, LLP, Chartered Accountants (FRN: 0004597S) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (AGM) of the Members held on 29th September, 2022 for the term of 5 years upto financial year 2026-27.

Statutory Auditors Report:

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

Secretarial Auditors Report:

Mr. Ramesh Chandra Mishra (Membership No- 5477) of M/s Ramesh Chandra Mishra and Associates, has been appointed to conduct the Secretarial audit of the Company for the term of five financial year 2025-26 to 2029-30, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2025-26 is **Annexure-I** to this Board's Report.

22. RELATED PARTY TRANSACTIONS/CONTRACTS:

The Company has not entered with related party transactions under section 188 of the Companies Act 2013. Hence, Clause is not applicable.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has given any Loans, provided any Guarantees or security and made any Investments as per section 186 of the Companies Act, 2013. Hence, Clause is not applicable.

24. DEPOSITS:

During the financial year, The Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 of the Act, read with the Rules made thereunder, and therefore, no amount of principal or interest on deposit was outstanding as of the Balance Sheet date. The Company does not have any deposits which are not in compliance with the requirements of Chapter V of the Act.

25. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Your Company is committed to fostering a work environment that upholds the highest standards of safety, ethics, and legal compliance across all levels of its operations. To this end, a structured Vigil Mechanism and Whistle blower Policy have been implemented in line with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

These mechanisms are designed to enable employees and other stakeholders to confidentially report concerns regarding actual or suspected misconduct, including unethical behaviour, violations of legal or regulatory requirements, and breaches of the Company's Code of Conduct. The system ensures that disclosures are handled in a fair, transparent, and secure manner, without fear of retaliation. Comprehensive information on the Company's Vigil Mechanism and Whistle blower Policy is provided in the Corporate Governance Report, which forms an integral part of this Integrated Annual Report. The Policy is also available on the Company's official website at www.telesys.in

During the year under review, the status of Complaints received for the financial year ended March 31, 2026 is as follow:

Sr. No.	Particulars	Number of Complaints
1	Number of Complaints Received	Nil
2	Number of Complaints Auto Assigned to entity	Nil
3	Number of Complaints disposed	Nil
4	Number of Complaints remaining unresolved	Nil

26. HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial. To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours from 11:00 a.m. to 5 p.m. on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

27. COST AUDIT & MAINTAINANCE OF COST RECORDS:

During the year under review, The Company does not fall under the provision of Section 148 and rules made thereunder. Hence, Cost Audit and maintenance of cost records is not applicable to the Company's products/business of the Company for FY 2025-26.

28. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of Energy, Technology Absorption are not applicable in the case of the company. However, the company took adequate steps to conserve the Energy and used the latest technology.

29. FOREIGN EXCHANGE INFLOW/OUTFLOW:

During the year under review there was neither inflow nor outflow of foreign Exchange Earnings.

30. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

31. ACCOUNTING STANDARDS :

The Company has followed Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

32. ANNUAL RETURN :

In accordance with the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company has been made available on the Company's official website www.telesys.in

33. CORPORATE GOVERNANCE:

The Company remains steadfast in its commitment to upholding the highest standards of Corporate Governance, emphasizing transparency, accountability, and ethical business practices in all aspects of its operations. In accordance with Regulation 34 read with Schedule V of the SEBI Listing Regulations, a separate report on Corporate Governance has been included as part of this Integrated Annual Report as **Annexure-II**.

Additionally, a certificate issued by Mr. Ramesh Chandra Mishra, Practicing Company Secretaries, Secretarial Auditor of the Company, confirming compliance with the Corporate Governance requirements as prescribed under the Listing Regulations is annexed as **Annexure- I**.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

The Management Discussion and Analysis Report for the year under review, as stipulated under the Regulation 34 read with Schedule V of SEBI Listing Regulations, forms part of this Annual Report and is annexed as **Annexure-III**.

The state of the affairs of the business along with the financial and operational developments have been discussed in detail in the Management Discussion and Analysis Report.

35. DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace. The policy is uploaded and can be viewed on the Company's website www.telesys.in.

The details of Number of complaints of Sexual Harassment received, Number of complaints disposed off and Number of cases pending for more than ninety days in the Financial Year 2025-26 as stated below:

SL No.	Particulars	Comments
1	Number of complaints of sexual harassment received in the year	NIL
2	Number of complaints disposed off during the year	NIL
3	Number of cases pending for more than ninety days	NIL

36. SECRETARIAL STANDARDS COMPLIANCES:

Your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

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

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loans from the Banks or Financial Institutions along with the reasons thereof is not applicable.

38. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

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

39. LISTING WITH STOCK EXCHANGES:

Shares of the Company are listed on BSE Limited, and the Company confirms that it has paid the annual Listing Fees for the year 2025-26.

40. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned. The Code lays down the standard of Conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code. Declaration of Code of Conduct is annexed as **Annexure-VIII**.

41. DISCLOSURE REQUIREMENTS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

42. ACKNOWLEDGEMENTS:

The Directors acknowledge and sincerely appreciate the dedication, perseverance, and hard work demonstrated by all employees across the Company. They also extend their heartfelt thanks to the shareholders, government bodies, regulatory authorities, banks, stock exchanges, depositories, auditors, customers, vendors, business associates, suppliers, distributors, and the communities surrounding the Company's operations. The Directors are grateful for their continued support, trust, and confidence in the Company's Management.

**For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)**

**sd/-
RAJENDHIRAN JAYARAM
Whole Time Director
DIN: 01784664**

**sd/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461**

Date: 20th June 2026

Place: Chennai

FORM NO. MR- 3

Secretarial Audit Report for the Financial Year Ended March 31, 2026
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor
Chintadripet Chennai - 600002**

We have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Groarc Industries India Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed, website and other records made available to us and maintained by the Company for the Financial Year ended on March 31, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the audit period)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- (vi) In our opinion and as identified as informed by the management, the Company has adequate systems to monitor and ensure compliance (including the process of renewal /fresh/pending applications with government authorities).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time.

We have also reviewed the compliances of the following:

- i) Address other than registered office at which the books of accounts maintained.
- ii) Remote e-voting of the company in a fair and transparent manner.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

regulations and guidelines.

We further report that during the Audit period following no events have occurred, which has major bearing on the Company's affairs:

For Ramesh Chandra Mishra & Associates

Sd/-

**Ramesh Chandra Mishra
Company Secretary in Practice**

Membership No.:- F5477

C.P. No.:- 3987

Peer Review certificate No: -7697/2026

Valid Upto: 31st March, 2031

UDIN No- F005477H000536722

Place: Mumbai

Date: 29/05/2026

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

ANNEXURE – A

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor
Chintadripet Chennai - 600002**

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

1. Maintenance of statutory and other records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company. We have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For Ramesh Chandra Mishra & Associates

Sd/-

**Ramesh Chandra Mishra
Company Secretary in Practice
Membership No.:- F5477**

C.P. No.:- 3987

Peer Review certificate No: -7697/2026

Valid Upto: 31st March, 2031

UDIN No- F005477H000536722

**Place: Mumbai
Date: 29/05/2026**

Report on Corporate Governance

[Report on Corporate Governance pursuant to the Companies Act, 2013 (“the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {“SEBI Listing Regulations”} and forming a part of the report of the Board of Directors]

1. Company’s philosophy on Corporate Governance

The Company’s corporate governance philosophy revolve around fair and transparent governance and disclosure practices in line with the Principles of Good Corporate Governance. This philosophy is backed by principles of concerns, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, clients, associates and the community at large. The Company believes that good Corporate Governance is a continuous process and strives to improve its Corporate Governance practices to meet shareholder’s expectations. The business is governed and supervised by a strong Board of Directors and together with the management, they are committed to uphold the principles of excellence across all activities.

The Company is compliant with the latest provisions of the SEBI Listing Regulations as amended from time to time.

2. Board of Directors

The composition of the Board as on March 31, 2026 comprised of 6 (Six) Directors with optimum combination of Whole Time Directors, Non-Executive Non Independent Director, Independent Directors i.e., 2 (two) Whole Time Directors, 1 (One) Non Executive Non Independent Director and 3 (three) Non-Executive Independent Directors (including one Independent Woman Director). All the members are eminent persons with considerable professional expertise and experience. The Board consists of a balanced combination of Executive and Non-Executive Directors.

The Board Members are not related to each other and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI Listing Regulations, 2015 and the Act.

Board Procedure-

The Board Meeting is conducted at regular intervals i.e. at least once in every quarter to discuss and decide the business strategies, policies and to review the performance of the Company. All the necessary documents and information pertaining to the matters to be considered at each Board Meeting and Committee Meeting is made available to the Board of Directors and Committee Members to discharge their responsibilities effectively.

The details of other Directorships/Chairmanship and Membership of Committees held by Directors of the Company (including the company) as on March 31, 2026 is given below:

Attendance, Directorships and Committee positions-

Name of Directors	Category	No. of Other Directorships and Committee Chairmanship(s)/Membership(s)			Particulars of Directorships in other Listed Entities	
		*Directorships	#Chairmans hip	#Members hip	Name of the Company	Category of Directorsh ip
Mr. Murali Chengalvarayan (DIN: 08510153)	Chairman, Independent Director	1	2	0	-	-
Mr. Tirukkurungudi S Srinivasan (DIN: 07044410)	Independent Director	7	1	3	1. Constronics Infra Limited	Independent Director
Mr. Heerachand Jain (DIN: 01319086)	Director	4	0	0	-	-
Mr. Rajendhiran Jayaram (DIN:01784664)	Whole Time Director	1	0	0	-	-
Mr. Chandran Ganesan (DIN: 08166461)	Whole Time Director	1	0	0	-	-
Mrs. Rainy Ramesh Singhi (DIN:09844099)	Independent Director	3	0	4	1. Mansi Finance (Chennai) Limited 2. Mishtann Foods Limited 3. Integrated Hitech Limited	Independent Director Independent Director Independent Director

Notes:

1. While considering the total number of directorships, directorships in listed entities including this listed entity, foreign companies and companies incorporated under Section 8 of the Act have been excluded.
2. While calculating number of Membership of Committee in other Companies, it includes Audit Committee, and Stakeholders' Relationship Committee of Public Companies (listed and unlisted) only.
3. The number of Directorship, Chairmanship/ Membership in Committees of all Directors is within prescribed limit under the Act and Regulation 26 of the SEBI Listing Regulations.

Board Meetings

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other matters regarding the Company. The Board also meets to consider other business(es), whenever required, from time to time. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company.




The Company always ensures that the Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the SEBI Listing Regulations. Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto.




Meetings held during the financial year 2025-26

Five (5) Board Meetings were held during the year under review and gap between the two meetings did not exceed 120 days. The meetings were held on the following dates:

Board Meeting Dates	April 03, 2025	May 19, 2025	July 10, 2025	October 24, 2025	February 05, 2026
----------------------------	----------------	--------------	---------------	------------------	-------------------

The attendance of each Director at the Board Meeting and the last Annual General Meeting is given thereunder:

Name of Directors	Particulars of attendance for the Board Meetings		Attendance for last AGM held on 30 th September, 2024
	Meetings held during the Director's tenure	Board Meetings Attended	
Mr. Murali Chengalvarayan (DIN: 08510153)	5	5	
Mr. Tirukkurungudi S Srinivasan (DIN: 07044410)	5	5	
Mr. Heerachand Jain (DIN: 01319086)	5	5	

Mr. Rajendhiran Jayaram (DIN:01784664)	5	5	
Mr. Chandran Ganesan (DIN: 08166461)	5	5	
Mrs. Rainy Ramesh Singhi (DIN:09844099)	5	5	

Independent Directors

The term "Independent Director" is defined under Section 149 of the Act and the applicable rules, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. In accordance with Section 149(7) of the Act, all Independent Directors have submitted declarations confirming that they meet the independence criteria laid out in Section 149(6) of the Act and the SEBI Listing Regulations. Based on these declarations, the Board has reviewed and verified their authenticity and confirms that the Independent Directors meet all requirements of independence and are fully compliant with the provisions of the Act and SEBI Listing Regulations.

Additionally, all Independent Directors have affirmed that there are no existing or foreseeable circumstances that could impact their status as Independent Directors or hinder their ability to effectively perform their duties. They are also in compliance with the limit on the number of independent directorships as prescribed under Regulation 17A of the SEBI Listing Regulations.

For the financial year ended March 31, 2026, there were no resignations from Independent Directors on the Board. Furthermore, all Directors have confirmed that they do not serve as members in more than 10 committees or as Chairpersons in more than 5 committees, in accordance with Regulation 26(1) of the SEBI Listing Regulations, across all companies where they hold directorships.

In line with Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are publicly accessible on the Company's website at www.telesys.in.

Familiarisation Programmes

At the time of appointment, the Independent Directors are made aware of their roles and responsibilities through a formal letter of appointment which stipulates various terms and conditions. At Board and Committee meetings, the Independent Directors are regularly familiarised on the business model, strategies, operations, functions, policies and procedures of the Company and its Subsidiaries. All Directors attend the familiarisation programmes as these are scheduled to coincide with the Board meeting calendar.

The details of such programmes for familiarization of Independent Directors with the Company are available at the website of the Company at www.telesys.in.

Committees of Board of Directors

The mandatory Committees constituted by the Board of Directors of the Company are as under:

1. Audit Committee;

2. Nomination and Remuneration Committee;
3. Stakeholder's Relationship Committee;
4. Corporate Social Responsibility Committee;

The composition of all the mandatory Committees meets the requirements of the Act and the SEBI Listing Regulations.

The details of the role and composition of the Committees of the Board including the number of meetings held during the Financial Year under review and attendance thereat, are provided below.

Audit Committee

The terms of reference of the Audit Committee satisfy the requirement of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI Listing Regulations.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Chairman of the Committee is financially literate and all other members of the Audit Committee have accounting or related financial management expertise.

Terms of Reference-

The brief terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Modified opinion(s)
 - h) the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Mandatorily review the following information:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 3) Internal audit reports relating to internal control weaknesses;
- 4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- 5) Statement of deviations;
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
 - b) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

During the year under review, the Audit Committee also reviewed and approved the related party transactions from time to time.

Composition, Meetings and Attendance

During the Financial year 2025-26, the Audit Committee met Four (4) times. The composition of the committee, date of the meeting and attendance of the Audit committee meetings is given below:

Director	Position	Attendance in Meeting			
		19-05-2025	10-07-2025	24-10-2025	05-02-2026
Mr. Murali Chengalvarayan	Chairman	Yes	Yes	Yes	Yes
Mr. Tirukkurungudi S Srinivasan	Member	Yes	Yes	Yes	Yes
Mrs. Rainy Ramesh Singhi	Member	Yes	Yes	Yes	Yes

The Chairperson of the Audit Committee Meeting was present at the 33rd Annual General Meeting held on September 10, 2025.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (“NRC”) of the Company is duly constituted as per Regulation 19 of the SEBI Listing Regulations, read with the provisions of Section 178 of the Act.

The present composition of the NRC is in accordance with the provisions of the Act and the rules made thereunder and SEBI Listing Regulations, it consists of Three (3) Non-Executive Independent Directors as on March 31, 2026. The Nomination and Remuneration Committee recommends the nomination of Directors, and carries out evaluation of performance of individual Directors. Besides, it recommends remuneration policy for Directors, Key Managerial Personnel and the Senior Management of the Company.

Terms of Reference-

The brief terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:
 - a) Use the services of an external agencies, if required
 - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition, Meetings and Attendance

During the Financial Year 2025-26, Nomination and Remuneration Committee met Two (2) times. The Composition of the Committee, date of the meetings and attendance of Nomination and Remuneration Committee members in the said meetings is given below:

Director	Position	Attendance in Meeting	
		19-05-2025	10-07-2025
Mr. Tirukkurungudi S Srinivasan	Chairman	Yes	Yes
Mr. Murali Chengalvarayan	Member	Yes	Yes
Mrs. Rainy Ramesh Singhi	Member	Yes	Yes

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of Section 134(3)(p) of the Act read with the SEBI Listing Regulations, the Nomination and Remuneration Committee carried out the annual performance evaluation of the Directors individually including the Chairman and the Board evaluated the overall effectiveness of the Board of Directors including its Committees based on the ratings given by the Nomination & Remuneration Committee of the Company.

The performance evaluation of the Independent Non-Executive Directors was carried out by the entire Board on the criteria and framework adopted by Board (the concerned Director being evaluated did not participate). On the basis of ranking filled in the evaluation questionnaire and discussion of the Board, the Directors have expressed their satisfaction on the performance of the Independent Non-Executive Directors.

5. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") is constituted as per the requirements of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

It consists of Three (3) members out of which three (3) are non- Executive Independent Directors as on March 31, 2026. The Chairperson of Stakeholders Relationship Committee, Mr. Murali Chengalvarayan

is an Independent Director and attends the Annual General Meeting to answer the queries raised by the Shareholders / Security holders, if any.

Composition, Meetings and Attendance

During the Financial Year 2025-26, the Stakeholders Relationship Committee met Three (3) times. The Composition of the Committee, date of the meetings and attendance of Stakeholders Relationship Committee members in the said meetings is given below –

Director	Position	Attendance of Meeting		
		19-05-2025	10-07-2025	24-10-2025
Mr. Murali Chengalvarayan	Chairman	Yes	Yes	Yes
Mr. Tirukkurugudi S Srinivasan	Member	Yes	Yes	Yes
Mrs. Rainy Ramesh Singhi	Member	Yes	Yes	Yes

Name, designation and contact details of the Compliance Officer

Miss Priyanka Kumawat, Company Secretary and Compliance Officer (ICSI M. NO.: A53843), is the Compliance Officer of the Company.

The Compliance Officer can be contacted at:

GROARC INDUSTRIES INDIA LIMITED

Corporate Office Address- No. – 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet, Chennai – 600002, Tamil Nadu, India

The details of shareholders' complaints received and disposed of, during the year under review are as under:

No. of Investor complaints pending at the beginning	0
No. of Investor complaints received	0
No. of Investor complaints disposed off	0
No. of Investor complaints unresolved	0

6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (“CSR”) has been constituted as per the provisions of Section 135 of the Act and other applicable provisions of Companies (Corporate Social Responsibility Policies) Rules, 2014. The Committee comprises of Four (4) Directors out of which three (3) are Independent Director and one (1) is a Whole Time Director. The Chairperson of the committee is an Independent Director.

Terms of Reference-

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act, as amended, read with Rules framed thereunder;
2. Recommend the amount of expenditure to be incurred on such activities;
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time;
4. To do such other acts, deeds and things as may be required to comply with the applicable laws;
5. To perform such other activities as may be delegated by the Board or specified/ provided under the Act or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Composition, Meetings and Attendance

During the Financial Year 2025-26, the Corporate Social Responsibility Committee meeting was not held. CSR is not Applicable to the Company. Company has not contributed to Corporate Social Responsibility Activities.

7. Remuneration of Directors

A. Policy on Remuneration

At Groarc Industries India Limited, our people are central to our success. We consider our human capital as one of our most valuable assets. Accordingly, our remuneration framework is designed to ensure fair, transparent, and competitive compensation for Directors, senior management, and employees across all levels.

Our remuneration strategy is focused on:

- Attracting and retaining top talent,
- Recognizing and rewarding performance, and
- Aligning individual goals with the Company's long-term vision and objectives.

No loans or advances were made to any Directors during the financial year 2025-26.

The Nomination and Remuneration Policy outlines the guiding principles and is accessible to all stakeholders through the Company's official website at www.telesys.in.

B. Remuneration to Independent Directors

Independent Directors are compensated solely through sitting fees for attending Board and Committee meetings. In order to maintain independence, no performance-linked incentives or stock options are extended to Independent Directors.

The total amount of sitting fees paid to Independent Directors for the financial year ended March 31, 2026, was Rs.1,50,000/-

Name of the Director	Sitting Fees	Total	Shareholding
----------------------	--------------	-------	--------------

Mr. Tirukkurungudi Srinivasan	S	Rs. 50,000	50,000	NIL
Mr. Murali Chengalvarayan		Rs. 15,000	15,000	NIL
Mrs. Rainy Ramesh Singhi		Rs. 16,700	16,700	NIL

There are no pecuniary relationships or transactions between the Non-Executive Directors and the Company that require disclosure under applicable regulations.

C. Remuneration to Executive Director/ Chief Financial Officer (CFO)/ Company Secretary (CS)

The remuneration of the Managing Director and Whole-Time Directors is governed by applicable provisions of the Companies Act, 2013, relevant rules, SEBI regulations, and shareholder approvals. It includes a combination of fixed pay, allowances, and retirement benefits. No performance-linked incentives were paid during FY 2025-26.

The Nomination and Remuneration Committee recommends the structure and components of executive remuneration based on Company policies and regulatory guidelines.

Name of the Director/ CFO/ CS	Basic Salary	Benefits, Perquisites and Allowances (includes payment in lieu of pension)	Commission, Bonus and Performance Linked Incentive Remuneration
Mr. Vijayaraj Jain	NIL	NIL	NIL
Mr. Rajendhiran Jayaram	Rs. 70,000	NIL	NIL
Mr. Chandran Ganesan	Rs. 3,00,000	NIL	NIL
Mrs. S Thilagam	Rs. 1,67,500	NIL	NIL
Ms. Priyanka Kumawat	Rs. 1,05,000	NIL	NIL

8. General Body Meetings

A) Details of Last Three Annual General Meetings are as under

AGM	Financial Year	Day, Date and Time	Venue	Details of Special Resolution Passed
33 rd	2024-2025	WEDNESDAY, 10TH SEPTEMBER	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	a. Appointment of M/s. Ramesh Chandra Mishra and Associates, a peer reviewed firm of Practicing Company

		2025 AT 12:00 P.M. (IST)		Secretaries as Secretarial Audit for term of five years period to be ended on 2030.
32 nd	2023-2024	MONDAY, 30TH SEPTEMBER 2024 AT 1:00 P.M. (IST)	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)	a. Re-appointment of Mr. Murali Chengalvarayan (DIN: 08510153), as an Independent Director.
31 st	2022-2023	SATURDAY, SEPTEMBER 30, 2023 AT 11:30 AM (IST)	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)	<p>a. Adoption of Memorandum of Association as per provisions of the Companies Act, 2013.</p> <p>b. Change of Name of the company from “TELESYS INFO-INFRA (I) LIMITED” to “GROARC INDUSTRIES INDIA LIMITED” and alteration of name clause of the Memorandum of the Company.</p> <p>c. Adoption of Articles of Association as per the provisions of the Companies Act, 2013</p>

The Chairperson of the Audit Committee was present at all the above AGMs. All resolutions moved at the Annual General Meeting were passed by the requisite majority of shareholders.

B) Extraordinary General Meetings

Extraordinary General Meetings were held during the financial year 2025-26 i.e. the year under review is as follow:

EGM	Financial Year	Day, Date and Time	Venue	Details of Special Resolution Passed
1 st /2025-26	2025-2026	FRIDAY, 02ND MAY 2025 AT 12:30 P.M. (IST)	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)	a. Re-appointment of Mr. Rajendhiran Jayaram (DIN: 01784664) as a Whole Time Director for a period of 3 (Three) years.

C) Details of resolutions passed by way of postal ballot

There is currently no proposal to pass any resolution by way of postal ballot. None of the matters scheduled for consideration at the upcoming Annual General Meeting require approval through a postal ballot process.

9. Means of Communication

Quarterly Results	The Company communicates to the Stock Exchange about the quarterly financial results within 30 minutes or 3 hours from the conclusion of the Board in which the same is approved.
Newspapers wherein results normally published	The results are usually published in the Trinity Mirror (English) and Makkal Kural (Regional) newspapers.
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI Listing Regulations and under the Act are being posted at Company's website: www.telesys.in
Designated e-mail address for investor services	To serve the investors better and as required under SEBI Listing Regulations, the designated e-mail address for investors complaints is telesys1992@yahoo.com

10. General Shareholder Information

a) Annual General Meeting - Date, Time and Venue	34 th Annual General Meeting through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM facility)
b) Financial Year	2025-2026
c) Record Date	July 11, 2026 (before 7 working days)
e) Registered Office	No. – 1/L Blackers Road, 2F Gaiety Palace 2 nd Floor Chintadripet, Chennai – 600002, Tamil Nadu, India.
f) Corporate Office	No. – 1/L Blackers Road, 2F Gaiety Palace 2 nd Floor Chintadripet, Chennai – 600002, Tamil Nadu, India.
g) CIN	L70200TN1992PLC023621
h) Name and Address of Stock Exchanges where Company's securities are listed	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India.

j) Listing fees	The Annual Listing fees for the financial year 2025-26 has been paid to BSE Limited.
k) Share Registrar and Transfer Agents	Cameo Corporate Services Ltd, Subramanian Building , No. 1, Club House Road, Chennai, Tamil Nadu, 600002 Phone No. 022-28460390 Mail - cameo@cameoindia.com; investor@cameoindia.com
l) Company Secretary & Compliance officer	Mrs. Priyanka Kumawat

n) Share Transfer System

Pursuant to the directive of the Securities and Exchange Board of India (SEBI), physical transfer of shares has been dispensed with. In reference to SEBI Circular dated January 25, 2022, the security holder/claimant shall submit duly filled up Form ISR-4 for processing of service request related to transmission, transposition, consolidation/sub-division/endorsement of share certificate, issue of duplicate share certificate along with requisite documents. The Company/RTA shall issue letter of confirmation after processing the service requests which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities. The Form ISR-4 is available on the website of the Company and can be downloaded from www.telesys.in

o) Shareholding Pattern (Equity) as on March 31, 2026

	No. of Shares	% Equity
Promoter	0	0
Public	2,04,66,529	100.00
Total	2,04,66,529	100.00

p) 52 Weeks High and Low quotation of equity shares traded on the BSE Limited, Mumbai:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)
Apr 25	5.92	7.59	5.76	6.57	1,24,794	485	8,44,015
May 25	6.78	7.80	5.80	6.91	71,045	376	4,81,115
Jun 25	7.25	7.90	6.60	7.36	1,49,572	405	10,73,671
Jul 25	7.00	9.89	7.00	7.32	2,74,517	903	23,32,960
Aug 25	7.65	8.43	6.71	7.01	80,173	451	5,99,311

Sep 25	7.71	7.71	6.01	6.54	1,19,538	549	8,09,267
Oct 25	6.88	12.30	5.16	12.30	3,96,781	769	33,35,574
Nov 25	12.91	14.22	7.63	8.43	18,90,950	2,709	2,21,21,256
Dec 25	8.85	8.85	7.03	7.78	4,54,033	1,030	36,23,461
Jan 26	7.76	7.99	5.88	5.96	1,22,179	430	8,31,078
Feb 26	6.25	7.45	5.83	6.27	8,38,683	488	54,33,678
Mar 26	5.96	6.00	4.92	5.20	1,77,693	385	9,76,313

q) Dematerialization of Shares and Liquidity

90.87% of the Paid-up Capital is held in Dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2026 under ISIN No: **INE042B01012**

Particulars	NSDL	CDSL	Physical	Total
Shares	11305625	7291744	1869160	20466529
Shares (%)	55.24	35.63	9.13	100

a) Disclosure by the listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount’:

No loans or advances were extended to firms or companies in whom directors hold interests throughout the year.

b) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

The Company has no material Subsidiary and hence this clause is not applicable.

12) Non-Compliance of any Requirement of Corporate Governance Report

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the SEBI Listing Regulations.

13) Discretionary Requirements

The Company has voluntarily complied with the following discretionary requirements as provided under Regulation 27 (1) read with Part E of the Schedule II of the SEBI Listing Regulations:

The Board	The Company has Non-executive Independent Chairperson.
Shareholder Rights	The quarterly and half-yearly financial performances are published in the newspapers and are also posted on

	the website of the Company, the same are not being sent to the members.
Unmodified opinion(s) in audit report	The Statutory Auditors have issued an unmodified audit opinion on the financial statements of the Company for the year ended March 31, 2026.
Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Company have separate persons to the post of the Chairperson and the Managing Director.
Reporting of internal auditor	The Internal Auditor reports to Chairperson & Managing Director and has direct access to the Audit Committee.

**For and behalf of Board of Directors
GROARC INDUSTRIES INDIA LIMITED**

**Date: 29/05/2026
Place: Chennai**

**Sd/-
Chandran Ganesan
Whole Time Director
DIN: 08166461**

**Sd/-
Rajendhiran Jayaram
Whole Time Director
DIN: 01784664**

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor Chintadripet
Chennai TN 600002 IN**

We have examined the compliance of conditions of corporate governance Groarc Industries India Limited (Formerly known as Telesys Info-Infra(I) Limited) ('the Company') for the year ended March 31, 2026 as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India. As per Regulation 15 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the above referred Regulations are not applicable to the Company till 15th November 2018.

With reference to compliance of the regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") we say the company has duly complied the same.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has internally and for better management has complied the conditions of Corporate Governance in line with applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ramesh Chandra Mishra & Associates

**Sd/-
Ramesh Chandra Mishra
Company Secretary in Practice
Membership No.:- F5477
C.P. No.:- 3987
Peer Review Certificate No.: 7697/2026
Valid Up to: 31st March, 2031
UDIN No- F005477H000536876**

**Place: Mumbai
Date: 29/05/2026**

MANAGEMENT DISCUSSIONS AND ANALYSIS

Economy Overview

The global economy is projected to grow by 3.0% in 2025, reflecting a moderation amid ongoing geopolitical tensions and supply chain disruptions. Despite these challenges, improvements in inflation outlooks and the implementation of proactive monetary policies have supported stability and consumer confidence. This resilience fosters cautious optimism, with many economies avoiding a prolonged slowdown or recession.

Growing Influence of Emerging Markets

Emerging markets within the G20 continue to play a crucial role in shaping the global economic landscape. They contribute approximately 30% to global output and trade, with their influence expanding through integration into global value chains. Over the past two decades, these economies have maintained impressive growth rates - averaging nearly 6% annually - fuelled by structural reforms, demographic advantages and technological advancements.

India remains a key growth engine for the global economy. The Reserve Bank of India projects FY'25-26 GDP growth at 6.5%, consistent with the second advance estimates from the National Statistical Office, driven largely by strong private consumption. Real Gross Value Added (GVA) is expected to grow by 6.4% y-o-y, propelled by agriculture and services sectors.

India's resilience is underpinned by ongoing reforms in digitisation, infrastructure and a sustained investment cycle supported by increased government expenditure. Improved capacity utilisation and a resilient financial sector further bolster this trajectory. These factors position India well on its path towards becoming the world's third-largest economy.

Inflation, projected at 4.8%² for FY'25,-26 is expected to decline further owing to favourable food prices and the impact of prior monetary policy measures. Recognising this favourable outlook, the Reserve Bank of India has begun rate cuts to stimulate growth while maintaining price stability, thus creating a conducive environment for sustained economic expansion.

Industry Overview

The Global Consumer Foodservice Industry's revenues is estimated to have surpassed \$3.1trillion in CY2026 with higher transaction volume growth partially offset by a decline in revenue per transaction. This also impacted investment in outlet expansion with the global outlet count increasing only by 1.8%. While the revenue growth was distributed across most regions as services' spending continue to improve an upward trajectory following the pandemic; however, cost inflation and the ability to pass on price increase to consumers led to higher value offerings impacting profitability for the industry. Delivery is expected to be the most dynamic channel within Consumer Foodservice. By 2029, Delivery is expected to account for 25% of global sales, compared to 21% in 2025-26. Consequently, the share of Takeaway is expected to stabilise. Dine-in share is expected to continue to experience a decline from 55% in 2024 to 51% by 2029, largely driven by the growth of delivery services.

The Indian foodservice Industry, at \$56.1 billion in CY 2025-26, is currently the ninth largest food service market in the world. Over the last fifteen years, the Indian food services market (Industry) has grown at CAGR of 8%, largely mirroring the nominal GDP growth of the country. Within it, organised market is growing faster and its share at 33.8% is increasing at the expense of the unorganised market.

Indian Food Delivery, estimated at \$7.6 billion in CY 2025, saw an unprecedented CAGR growth of 42% between CY 219-24 and the CAGR growth is estimated to be ~16% between CY 2023 and CY 2028. The growth will be spurred by increased adoption.

Digital Democratisation

The Indian economy has been digitalising at a remarkable pace over the last decade. According to the State of India's Digital Economy Report 2024, India is the third largest digitalised country in the world in terms of economy-wide digitalisation and 12th among the G20 countries in the level of digitalisation of individual users. The improving broadband network penetration, device and services affordability has caused an increase in data usage across the country and enabled Indians to embrace digital applications. The number of internet users at 840 million, has doubled since 2016. The digital transaction volumes have grown by seven times since 2019.

Strategic Priorities

The Company's strategic priorities defines key focus areas, establishes the framework for decision-making and lays the foundation for the Company to maintain a consistent focus on driving sustained and profitable growth while creating long-term value for all stakeholders.

Operate with Excellence

The Company places inordinate focus on continuous improvement when it comes to executing with excellence. From procurement to food tech park operations to managing the logistics to kitchen operations to last mile operations, across brands and countries, the Company is developing a unique way of execution – 'The JFL Way'. Notably, with the Company's vast expanse of operations, the continuous endeavour is to manage complexity at lower cost, generate leverage while bringing in improvements in the backward-integrated sourcing supply chain with state-of-the art commissaries. One critical outcome of this priority will be marked improvement across cost lines and productivity.

Diversity and Inclusion

The Company firmly believes that focusing on diversity, equity and inclusion is not just the right thing to do, it is critical for long-term success. All the stakeholders benefit when the Company amplifies diversity, creates a platform to celebrate uniqueness and creates an environment where everyone can contribute, thrive and prosper. It brings diversity of thought, greater innovation, better understanding of customer mind-sets, better employee engagement and sets the Company on a path to excellence. During the year, the Company took concerted efforts to build a more diverse workforce and nurture an equitable and inclusive culture. The Company is committed to create an ecosystem that attracts and grows talent from all genders, backgrounds and generations.

Risk Management

Risk Management Framework

Effective risk management is integral operations and is embedded in its day-to-day business transactions and activities. The framework seeks to identify, prioritise, mitigate, monitor and appropriately report any significant threat to the organisation's strategic objectives, its reputation, operational continuity, environment, compliance as well as the health and safety of its employees.

A Disciplined Approach to Managing Risks

The approach is based on assessment of several factors and associated risks through proper analysis and understanding before undertaking any business activities and implementing changes to processes and systems.

Internal Controls and their Adequacy

The IFC framework established by the Company encompasses the following elements:

- Orderly and efficient conduct of business

- Safeguarding of its assets
- Adherence to Company's policies
- Prevention and detection of frauds and errors
- Accuracy and completeness of the accounting records and timely preparation of reliable financial information

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)

Date: 29/05/2026
Place: Chennai

SD/-
RAJENDHIRAN JAYARAM
Whole Time Director
DIN: 01784664

SD/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

Managing Director (MD) and Chief Financial Officer (CFO) Certification

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

- A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2026 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- i. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

**By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)**

SD/-

SD/-

**THILAGAM
CFO**

**CHANDRAN GANESAN
Whole Time Director
DIN: 08166461**

**Date: 20/06/2026
Place: Chennai**

DECLARATION FOR CODE OF CONDUCT

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the affirmations provided by the Directors and Senior Management Personnel of the Company to whom Code of Conduct is made applicable, it is declared that the Board of Directors and the Senior Management Personnel have complied with the Code of Conduct for the year ended March 31, 2026.

**By Order of Board
For GROARC INDUSTRIES INDIA LIMITE
(Formerly knowns as Telesys Info- Infra (I) Limited)**

Sd/

**Chandran Ganesan
Whole Time Director
DIN: 08166461**

Date:20/06/2026

Place: Chennai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor
Chintadripet Chennai - 600002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Groarc Industries India Limited having CIN: L70200TN1992PLC023621 and having Registered office at No. – 1/L Blackers Road, 2F Gaiety Palace, 2nd Floor, Chintadripet, Chennai-600002 (hereinafter referred to as '**the Company**'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (**DIN**) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company *
1	Rajendhiran Jayaram	01784664	02-04-2009
2	Chandran Ganesan	0816646	14-04-2021
3	Rainy Ramesh Singhi	09844099	11-12-2023
4	Tirukkurungudi S Srinivasan	07044410	26-08-2021
5	Vijayaraj Jain	01319086	31-03-2006
6	Murali Chengalvarayan	08510153	01-08-2019

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ramesh Chandra Mishra & Associates

Sd/-

**Ramesh Chandra Mishra
Company Secretary in Practice**

Membership No.:- F5477

C.P. No.:- 3987

Peer Review certificate No: -7697/2026

Valid Upto: 31st March, 2031

UDIN No- F005477H000536667

Place: Mumbai

Date: 29/05/2026

INDEPENDENT AUDITOR'S REPORT

To The Members of **GROARC INDUSTRIES INDIA LIMITED**
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **GROARC INDUSTRIES INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss and Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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, its **Profit**, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the 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 ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure(s) to Board's Report, but does not include the Financial Statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the 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 Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, 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 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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report On Other Legal and Regulatory Requirements

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

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit And Loss, and the Cash Flows Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Financial Statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that section 197 is not applicable on private company. Hence reporting as per section 197(16) is not required

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

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

iv. 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;

v. 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

vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

vii. 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.

viii. Based on our examination, which included test checks, the Company has used accounting software’s for maintaining its books of account for the financial year ended 31 March 2026 which has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software’s. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2026

For Venkat and Rangaa LLP

Chartered Accountants

LLPIN: AAK-5672

sd/-

S. Mohan Raajan

Partner

M.No: 206393

UDIN: 26206393TIZSKQ1118

Date: 29-05-2026

Place: Chennai

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of **GROARC INDUSTRIES INDIA LIMITED** of even date)

On the basis of the information and explanation given to us during the course of our audit, we report that:

(i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of all fixed assets.

(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

b) Pursuant to the company’s programme of verifying fixed assets in a phased manner, physical verification of fixed assets was conducted during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us title deeds of immovable properties, classified as fixed assets, are held in the name of the company.

d) The company has not revalued its Property, Plant, and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company

e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i) (e) of paragraph 3 of the order are not applicable to the company.

(ii) a) As per the information and records produced before us, the company is in the business of supply of software. Hence there are no the inventories of Finished Goods, Stores & Consumables, Green leaf to be physically verified at regular intervals by the Management

b) In our opinion and according to the information and explanation given to us, the company is in the business of Trading of nuts and spices and there are no closing inventories. Hence there is a requirement to adopt procedures of physical verification of inventories to be followed by the Management at reasonable intervals.

(c) In our opinion and according to the information and explanations given to us, the Company should have the requirement to maintain records of its inventories, as inventory is being generated.

(iii) In our opinion and based on the information and explanation given to us the company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and(c) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of representations of the management which we have relied upon, the loans given by the company during the financial year 2025-26 are in compliance with the provisions of Section 185 and Section 186 of the Companies Act, 2013.

(v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 therefore reporting under this clause is not applicable.

(vi) According to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to the company therefore reporting under this clause is not required.

(vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing statutory dues as applicable, with the appropriate authorities. There are no statutory dues that are outstanding as of March 31, 2026, for a period of more than six months.

b) As of the year-end, according to the records of the Company and information and explanations given to us, there are disputed statutory dues outstanding on the company as follows;

S.No	Assessment Year	Amount Of Demand (in Rupees)	Appeal Pending With
1	2021-22	19,01,631	CIT (A)

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

(ix) a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any loans from the financial institution and debenture holders therefore reporting of repayments of such loans under this clause is not applicable.

b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been utilised for long-term purposes.

e) In our opinion and according to the information and explanations given to us, 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.

f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) According to the information and explanations given to us, on an overall basis, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(xi) a) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As auditors, we did not receive any whistle-blower complaints during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) (a), (b) and (c) of the Order is not applicable.

(xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, paragraph 3 (xiv) (a) and (b) of the Order is not applicable.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) The Group does not have any Registered Core Investment Companies.

(xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in Note 14(s) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The company do not meet the criteria for the applicability of Section 135 of the Companies Act, 2013, hence the requirement to transfer unspent amounts to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to Sub Section 5 of Section 135 of the Act is not applicable and hence the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company

(b) There are no ongoing projects and hence the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company

For Venkat and Rangaa LLP

Chartered Accountants

LLPIN: AAK-5672

sd/-

S. Mohan Raajan

Partner

M.No: 206393

UDIN: 26206393TIZSKQ1118

Date: 29-05-2026

Place: Chennai

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of **M/s. GROARC INDUSTRIES INDIA LIMITED** of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M/s. GROARC INDUSTRIES INDIA LIMITED** (“the Company”) as at March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s responsibility for internal financial controls

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

Auditors’ responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of internal financial controls over financial reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Venkat and Rangaa LLP

Chartered Accountants

LLPIN: AAK-5672

sd/-

S. Mohan Raajan

Partner

M.No: 206393

UDIN: 26206393TIZSKQ1118

Date: 29-05-2026

Place: Chennai

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
Balance Sheet as on 31.03.2026

Particulars	Note No	31.03.2026 Rs.In Lakhs	31.03.2025 Rs.In Lakhs
I. ASSETS			
(1) Non Current assets			
(a) Property, Plant & Equipment	1	78.76	84.25
(b) Capital Work in Progress		-	-
(c) Investment Property		-	-
(d) Financial Assets		-	-
i) Investment		-	-
ii) Trade Receivables		-	-
iii) Loans	2	360.33	270.25
iv) other Financial assets		-	-
(e) Deferred Tax Assets		0.63	0.62
		439.72	355.11
(2) Current Assets			
(a) Inventories		1,378.77	179.02
(b) Financial Assets		-	-
i) Trade Receivable	3	2,091.88	871.39
ii) Cash and Cash equivalents bank Balance	4	7.06	1,994.40
iii) Loans		-	-
iv) other Financial assets		-	-
(c) Other current Assets	5	320.42	810.62
(d) Assets held for sale		-	-
		3,798.13	3,855.43
Total Assets		4,237.86	4,210.54
EQUITY AND LIABILITIES			
(1) Equity			
(a) Share Capital	6	2,046.65	2,046.65
(b) Other Equity		-	-
i) Retained earnings	7	(639.07)	(673.54)
ii) other reserves	8	2,613.13	2,613.13
iii) other comprehensive income		-	-
		4,020.71	3,986.24
Liabilities			
(2) Non- Current Liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(b) Provision		-	-
(c) Deferred Tax Liabilities (net)		-	-
(d) Other Non Current liabilities	9	164.69	164.69
		164.69	164.69
(3) Current Liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings	10	-	-
(ii) Trade Payables		7.79	7.79
(iii) other Financial liabilities		-	-
(b) Provisions	11	25.00	38.62
(c) other current liabilities	12	19.66	13.20
		52.46	59.61
Total Equity and Liabilities		4,237.86	4,210.54

For and on behalf of the Board

As per our report of even date attached
For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

sd/-
Chandran Ganesan
Whole-time Director
DIN - 08166461

sd/-
J.Rajendhiran
Whole-time Director
DIN - 01784664

sd/-
S. Mohan Raajan
Partner
Membership No. 206393

sd/-
S.THILAGAM
CFO
AJOPT3547N

sd/-
PRIYANKA KUMAWAT
COMPANY SECRETARY
ACS- A53843

Place : Chennai
Date : 29.05.2026

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
Profit and Loss account statement for the Year ended 31.03.2026

	Particulars	Note No.	Figures As At	
			31.03.2026	31.03.2025
			Rs.In Lakhs	Rs.In Lakhs
I	Revenue from Operations	15	2,568.81	3,478.59
II	Other income	16	115.91	61.37
III	Total Revenue (I + II)		2,684.72	3,539.95
IV	Expenses:		-	-
	Cost of Materials Consumed	17	2,575.80	3,353.47
	Changes in Inventories of Finished Goods		-	-
	Work-in-Progress and Stock-in-Trade		-	-
	Director Remuneration		-	-
	Employee Benefits Expense	18	12.64	17.15
	Finance costs	19	0.00	0.36
	Depreciation and Amortization Expense		5.49	4.42
	Other expenses	20	44.59	48.10
	Total Expenses		2,638.51	3,423.50
V	Profit before exceptional & extraordinary items & tax (III-IV)		46.21	116.45
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		46.21	116.45
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		46.21	116.45
X	Tax expense:		-	-
	(1) Current tax		11.76	29.50
	(2) Deferred tax		(0.01)	(0.10)
			-	-
XI	Profit (Loss) for the period from continuing operations (IX-X)		34.47	87.04
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit (Loss) for the period (XI + XIV)		34.47	87.04
XVI	Earnings per equity share:		-	-
	Profit after Tax		-	-
	No.of Shares		2,04,66,529	2,04,66,529
	Earnings per Share - Basic & Diluted		0.17	0.43

For and on behalf of the Board

As per our report of even date attached
For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

sd/-
Chandran Ganesan
Whole-time Director
DIN - 08166461

sd/-
J.Rajendhiran
Whole-time Director
DIN - 01784664

sd/-
S. Mohan Raajan
Partner
Membership No. 206393

sd/-
S.THILAGAM
CFO
AJOPT3547N

sd/-
PRIYANKA KUMAWAT
COMPANY SECRETARY
ACS- A53843

Place : Chennai
Date : 29.05.2026

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
Cash Flow statement for the Year ended 31.03.2026

PARTICULARS	31.03.2026	31.03.2025
	Rs.In Lakhs	Rs.In Lakhs
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss Before Tax And Extra Ordinary Items	46.21	116.45
Adjustment for:	-	-
-Depreciation	5.49	4.42
-Provision for Tax	11.76	29.50
- Loss on sale of Fixed Assets & Shares	-	-
Goodwill Written off	-	-
Provision for dimution in the value of investments	-	-
Operation Profit before Working Capital Changes	39.94	91.37
Adjustment for:	-	-
-Trade Receivables & Other Assets	(1,220.49)	651.19
-Inventories	(1,199.75)	(179.02)
- Other Payables	(7.15)	26.89
- Trade Payables	-	7.79
- Other Current Assets	490.20	-
Net Cash From Operating Activities	(1,937.20)	506.85
	-	-
B: CASH FLOW FROM INVESTING ACTIVITIES:		
- Purchase of Fixed Assets	-	(0.33)
-Sale of Fixed Assets	-	-
- Loans & Advances (Assets)	(90.09)	(376.60)
- Long term loans and advances- Liability	-	0.29
Net Cash used in Investing Activites	(90.09)	(376.64)
	-	-
C: CASH FLOW FROM FINANCING ACTIVITIES:		
- Increase in Paid up Equity share capital	-	0.00
Share premium money received	-	-
Decrease in Unsecured Loan	-	148.59
- Fees paid for Increase In Authorised Captial	-	-
- Excess Provision of Income Tax Credited Back	-	-
Net Cash From Financing Activies	-	148.59
	-	-
D: NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,987.34)	370.17
E.Cash & Cash equivalents at the beginning of the year	1,994.40	1,624.24
F.Cash and Cash Equivalents at the end of the year	7.06	1,994.40
	(1,987.34)	370.17
	-	-
	sd/-	sd/-
	J.Rajendhiran	Chandran Ganesan
	Whole-time Director	Whole-time Director
	DIN - 01784664	DIN - 08166461
	sd/-	sd/-
	S.THILAGAM	PRIYANKA KUMAWAT
	CFO	COMPANY SECRETARY
	AJOPT3547N	ACS- A53843
Place : Chennai		
Date : 29.05.2026		

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
Notes to accounts forming part of financial statements as at 31.03.2026

6

PARTICULARS	Figures As At	Figures As At	
	31.03.2026	31.03.2025	
	Rs.In Lakhs	Rs.In Lakhs	
(a) Share Capital Authorised 2,50,00,000 Equity Shares of Rs. 10/- each	2,500.00	2,500.00	
(b) Issued, Subscribed & Paid up 2,04,66,529 Equity Shares of Rs.10/- each	2,046.65	2,046.65	
(c) Share Application Money Pending Allotment (Preference Share)	0.00049	0.00049	
	2,046.65	2,046.65	
(d) Par Value per Share Rs.In Lakhs	10/-	10/-	
(e) Reconciliation of the No. of Equity Shares outstanding at the beginning and at the end of the year Add: No of Shares allotted during the year Less: Shares Bought Back At the end of the year	2,04,66,529	2,04,66,529	
(f) Details of Shareholders holding more than 5% Shares in the Company as on Balance Sheet date			
Name of the Shareholder	No of Shares	% as at	No of Shares
NIL	NIL	NIL	NIL

NOTE 6A. SHARES HELD BY PROMOTORS

Sr No.	Promotor's Name	Current Reporting Period		
		No of shares	% of total shares	% Change during the year
	NIL	NIL	NIL	NIL
Sr No.	Promotor's Name	Previous reporting Period		
		No of shares	% of total shares	% Change during the year
	NIL	NIL	NIL	NIL
	Share Application Money Pending Allotment (Preference Shares)	2,38,00,000		-
		2,38,00,000		-

NOTE- 6B. STATEMENTS OF CHANGES IN EQUITY

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Current Reporting Period		
		Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
2,04,66,529	-	-	-	2,04,66,529
2,04,66,529			-	2,04,66,529
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Previous reporting Period		
		Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
2,04,66,529	-	-		2,04,66,529
2,04,66,529			-	2,04,66,529

7 **Retained Earning**

Particulars	As at 31.03.2026	As at 31.03.2025
	Rs.In Lakhs	Rs.In Lakhs
Surplus		
Opening balance	(673.54)	(760.87)
(+) Net Profit/(Net Loss) For the current year	34.47	87.04
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
(-) Other Adjustment	-	0.29
Closing Balance	(639.07)	(673.54)

8 **Other Reserves**

Particulars	As at 31.03.2026	As at 31.03.2025
	Rs.In Lakhs	Rs.In Lakhs
Capital Reserve	1,322.54	1,322.54
Add: Additions/ Transfer from P&L	-	-
Less: Deductions	-	-
Closing Balance	1,322.54	1,322.54
Share Premium	1,290.59	1,290.59
Add: Additions/ Transfer from P&L	-	-
Less: Deductions	-	-
Closing Balance	1,290.59	1,290.59
Total	2,613.13	2,613.13

9	Particulars	As at 31.03.2026	As at 31.03.2025
		Rs.In Lakhs	Rs.In Lakhs
	Other Long-Term Liabilities		
	(a) Outstanding Liabilities for Expenses	-	-
	(b) Trade Advances	148.59	148.59
	(c) Unsecured Loan	16.10	16.10
		-	-
	Total	164.69	164.69

10	Particulars	As at 31.03.2026	As at 31.03.2025
		Rs.In Lakhs	Rs.In Lakhs
	Short-Term Borrowings		
	Loans & Advances from Various parties	-	-
	Sambhav Energy Limited, (Current Ac)	-	-
	RGS Leather Expotrs	-	-
	Total	-	-

11 Short Term Provisions

Particulars	As at 31.03.2026	As at 31.03.2025
	Rs.In Lakhs	Rs.In Lakhs
Income Tax Provision - Previous Year	13.24	38.62
Provision for Income Tax - Current Year	11.76	-
Provision for Taxation	-	-
	-	-
Total	25.00	38.62

12 Other Current Liabilities

Particulars	As at 31.03.2026	As at 31.03.2025
	Rs.In Lakhs	Rs.In Lakhs
Professional Tax payable	-	-
Audit fees Payable	0.89	0.89
Duties and Taxes	3.03	1.34
TCS Payable	-	-
Salary Payable	2.12	6.83
Other Expenses Payable	13.63	4.15
Director Sitting Fees	-	-
Trade Advances	-	-
Provision for Deferred Tax	-	-
National Securities Depository Limited	-	-
BHARTI AIRTEL LIMITED	-	-
Total	19.66	13.20

2	Particulars	As at 31.03.2026	As at 31.03.2025
		Rs.In Lakhs	Rs.In Lakhs
	Long-Term Loans and Advances		
	Unsecured & considered good		
	Loans to various parties	360.33	270.25
		-	-
		360.33	270.25
		-	-
3	Trade Receivables	2,091.88	871.39
		-	-
		2,091.88	871.39
		-	-
4	Cash and Cash Equivalents		
	(a) Balances with Banks	3.33	1,992.07
	(b) Cash on hand	3.73	2.34
		7.06	1,994.40
		-	-
5	Other Current Assets (Specify nature):		
	Loan to Bharath Kumar Mardia	0.46	0.46
	Sales Tax Deposit	-	-
	Rent Deposit	-	-
	Advance to Vendors for Goods	46.92	512.47
	Advance to Vendors for Land Purchase	156.00	156.00
	Vending Machine Deposit	-	0.01
	Other advances	-	-
	Dues from Government Authorities	90.16	96.80
	Advance Tax	26.88	44.88
		320.42	810.62

For and on behalf of the Board

As per our report of even date attached
For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

sd/-
Chandran Ganesan
Whole-time Director
DIN - 08166461

sd/-
J.Rajendhiran
Whole-time Director
DIN - 01784664

sd/-
S. Mohan Raajan
Partner
Membership No. 206393

sd/-
S.THILAGAM
CFO
AJOPT3547N

sd/-
PRIYANKA KUMAWAT
COMPANY SECRETARY
ACS- AS3843

Place : Chennai
Date : 29.05.2026

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
Notes to accounts forming part of Profit and Loss account for the Quarterly ended 31.03.2026

PARTICULARS	Figures As At	
	31.03.2026 Rs.In Lakhs	31.03.2025 Rs.In Lakhs
Note 15		
Revenue from Operation		
Sale of Goods	2,568.81	3,478.59
	2,568.81	3,478.59
Note 16		
Other Income		
Interest Income from Loans and Advances		
Interest on Fixed Deposit	-	3.14
ITC REVERSAL	-	-
Weight shortage	-	0.32
Rate difference	-	-
Bad Debts Recovered	45.00	-
Penal Interest Income	70.15	57.90
Interest on IT Refund	0.61	-
Liability No Longer Required - Written Back	0.15	-
	115.91	61.37
Note 17		
Purchase of Stock-in-Trade		
Opening Stock	179.02	-
Add: Purchase of Goods	3,773.02	3,530.69
Add: Direct Expenses	2.53	1.80
Less: Closing Stock	1,378.77	179.02
	2,575.80	3,353.47
Note 18		
Employee Benefits Expenses		
(i) Salaries and Wages	12.64	17.15
(ii) Staff Welfare	-	-
(iii) Bonus	-	-
	12.64	17.15
Note 19		
Bank Charges	0.0023	0.00
ARYA - SERVICE CHARGES	-	0.36
	0.0023	0.36
Note 20		
Other Expenses		
Payments to the auditor as		
Statutory Auditor	0.885	0.885
Commission Paid	-	2.513
Electricity	0.567	0.601
Miscellaneous Expenses	-	1.390
Postage & Courier	0.544	0.457
Printing & Stationary	0.263	-
Godown Rent	-	1.468
Repairs & Maintenance Building	1.076	0.299
Telephone Charges	0.119	0.137
Travelling & Conveyance	1.135	1.977
Bad Debts written off	-	4.791
Advertisement Expense	0.896	0.389
SDD Software Charges	0.280	0.415
Professional fee	8.398	2.688
BSE Relisting Fee/Compliance Expenses	3.847	1.517
Fumigation Charges	0.045	0.854
Accounting Charges	-	-
Office expenses	0.515	0.503
Warehouse Expenses	12.531	13.651

(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
 No.1/L, Blackers Road, 2-F, Gaitey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
 Notes to accounts forming part of Profit and Loss account for the Quarterly ended 31.03.2026

PARTICULARS	Figures As At	
	31.03.2026 Rs.In Lakhs	31.03.2025 Rs.In Lakhs
GST Late Fee and Interest / ITC Reversal Expenses	-	10.317
GST Penalty	-	0.401
General Expenses	0.692	1.192
Advocate Fees	0.328	-
Rates & Taxes	2.412	0.160
Directors' Sitting Fees	1.500	1.500
SEBI COMPLIANCE EXPENDITURES	1.961	-
Field Expense	0.842	-
Research Expenses	5.750	-
	-	-
	-	-
	-	-
	-	-
	44.587	48.103

For and on behalf of the Board

As per our report of even date attached
 For Venkat and Rangaa LLP
 Chartered Accountants

sd/-
Chandran Ganesan
 Whole-time Director
 DIN - 08166461

sd/-
J.Rajendhiran
 Whole-time Director
 DIN - 01784664

sd/-
S. Mohan Raajan
 Partner
 Membership No. 206393

sd/-
S.THILAGAM
 CFO
 AJOPT3547N

sd/-
PRIYANKA KUMAWAT
 COMPANY SECRETARY
 ACS- A53843

Place : Chennai
 Date : 29.05.2026

GROARC INDUSTRIES INDIA LIMITED

No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.

Computation of Depreciation under section 32 of the Income Tax Act

Rs.In Lakhs

SI No	Particulars	WDV as on 1.4.2025	Additions / Deletions >180	Additions / Deletions <180	Total	Rate	Depreciation	WDV as on 30.12.2025
1	Computers & Softwares	0.22	-	-	0.22	40%	0.09	0.13
2	Computer Software	0.32	-	-	0.32	15%	0.05	0.27
3	Office Equipments	1.78	-	-	1.78	10%	0.18	1.60
4	Vehicles	0.28	-	-	0.28	15%	0.04	0.24
5	Air Conditioner	2.08	-	-	2.08	10%	0.21	1.87
6	Furniture	8.51	-	-	8.51	10%	0.85	7.66
7	Land and Building	73.32	-	-	73.32	5%	3.67	69.65
8	camera	0.11	-	-	0.11	15%	0.02	0.09
	Total	86.62	-	-	86.62		5.10	81.53

WDV AS PER COMPANIES ACT	79	Depreciation as per Com act	5.49
WDV AS PER IT ACT	82	Depreciation as per Int act	5.10
Difference	(3) Difference		0
Closing Deferred tax Asset @ 22.88%	(1) Deferred Tax asset		0
Opening Deferred Tax asset	1		
Deferred Tax Asset to be recognised this y	(0)		
Closing Deferred Tax Asset			

Note: 1 - Details of Individual Items of Fixed Assets

S No	Description	Deprn. Rate	Gross Block				Depreciation				Rs.In Lakhs	
			Cost	Additions	Deletions	Total	Upto 31-03-2025	For the Quarter	Dep Adj	Total	Net Block	
											WDV As At	
										31-03-2026	31-03-2025	
		%	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	
TANGIBLE ASSETS												
1	Vehicle	25.89%	0.83	-	-	0.83	0.66	0.04	-	0.71	0.12	0.16
2	Office Equipment	13.91%	17.48	-	-	17.48	16.00	0.21	-	16.21	1.27	1.48
3	Computers	40.00%	3.28	-	-	3.28	3.10	0.07	-	3.17	0.11	0.18
4	Computer Software	15.00%	-	-	-	-	-	-	-	-	-	-
4	Air Conditioner	13.91%	4.59	-	-	4.59	2.03	0.36	-	2.38	2.21	2.57
5	Furniture	18.00%	12.17	-	-	12.17	5.98	1.11	-	7.09	5.07	6.19
6	Camera	40.00%	0.20	-	-	0.20	0.16	0.02	-	0.18	0.02	0.04
7	Land	5.00%	88.85	-	-	88.85	15.21	3.68	-	18.89	69.95	73.64
			-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-
			127.39	-	-	127.39	43.14	5.49	-	48.63	78.76	84.25

For and on behalf of the Board

As per our report of even date attached

For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

sd/-
Chandran Ganesan
Whole-time Director
DIN - 08166461

sd/-
J.Rajendhiran
Whole-time Director
DIN - 01784664

sd/-
S. Mohan Raajan
Partner
Membership No. 206393

sd/-
S.THILAGAM
CFO
AJOPT3547N

sd/-
PRIYANKA KUMAWAT
COMPANY SECRETARY
ACS- A53843

Place : Chennai
Date : 29.05.2026

M/s. GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaitery Palace, 2nd Floor, Chintadripet, Chennai – 600 002.

**NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AND
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2026**

Note - 14. Significant Accounting Policies

a) Basis of preparation of Financial Statements

The financial Statements have been prepared as of a going concern on historical cost convention and on accrual method of accounting in accordance with the generally accepted accounting principles.

Corresponding figures for the previous year have been rearranged and regrouped wherever necessary to conform to the year's presentations, and figures have been rounded off to the nearest thousands.

In the opinion of the Board, in the ordinary course of business the current assets, loans and advances have a value on realization at the amount stated in the Balance Sheet.

b) Property, Plant and Equipment

All Property, Plant and Equipment are valued at Cost less depreciation.

c) Depreciation

Depreciation on Property, Plant and Equipment is provided as per rates prescribed in Schedule II of Companies Act under Written down value method single shift.

Asset Group	Useful life
Furniture and Fixtures	10 years
Office Equipment	5 years
Motor Vehicles	8 years
Heavy lift equipments	15 years
Computers	3 years
Buildings	30 years

d) Borrowing Cost

Borrowing costs (net of income) directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of the assets.

Other borrowings costs are recognized as expenses as and when incurred.

e) Revenue Recognition

Revenue/Income and Cost/Expenditure are generally accounted on accrual as they are earned or incurred.

f) Valuation of Investments

Investments are of Long-term nature and carried at Cost.

g) Foreign Currency Income

Foreign Exchange Inward:	Current year	Previous Year
Foreign Exchange Inward	\$ 00.00	\$ 00.00
In Rupees(^000)	0.00	0.00

h) Remuneration to Directors

(Amounts in ‘000)

Particulars	Current Year	Previous Year
Remuneration (in INR)	Rs. 00.00/-	Rs .00.00/-

i) Remuneration to Auditors

Rs. 88.50/

Rs. 88.50/-

j) Expenditure In Respect of Employees :

(i) No. of employees of the Company
Employed throughout the financial
Year who were in receipt of remuneration
For the year which in the aggregate were
Not less than Rs.1,02, 00,000/-

NIL

NIL

(ii) No of Employees of the Company
Employed for a part of the financial Year
who were in receipt of Remuneration for
any part of the year which in the aggregate
were not less Than Rs.8,50,000/- per month

NIL

NIL

k) Advances, Deposits & Creditors

The balances of advances, trade receivables, deposits and trade payables are taken on the basis of book figures in respect of the parties for whom confirmations are not received.

l) Related Parties Transactions

Name of related parties and description of relationship:

S. No.	Key Management Personal	Nature of Relationship
1	Chandran Ganesan	Director
2	J.Rajendhiran	Director

All transactions entered into by the Company with Related Parties during the financial year 2025-26 were in ordinary course of business and on arms length basis. All the Related Party transactions undertaken by the Company were in compliance with section 188 of the Companies Act, 2013.

1. Details of Contracts or Arrangements or Transactions not at Arm's Length basis... N I L
2. Details of Contracts or Arrangements or Transactions at Arm's Length basis.

(Amounts in '000)

Nature of transaction	Key Management	
	2025-26	2024-25
Remuneration	00.00	00.00

m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the notes on accounts. Contingent Assets are neither recognized nor disclosed.

Outstanding contracts are reviewed at close of the Year and material diminution in value provided for or disclosed as Contingent Liability as appropriate.

- n) **Taxation:** Provision is made for Income Tax liability estimated to arise on the results for the year at the current rate of tax in accordance with the Income Tax Act, 1961. In accordance with the AS-22, Accounting for Taxes on

Income, Issued by the Institute of Chartered Accountants of India, and effect from 1st April, 2002 the Company has recognized the deferred tax liability in the accounts, whereby –

- (i) The Net deferred tax liability arising on account of timing differences.
- (ii) Deferred tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax.
- (iii) Deferred Tax assets arising on account of brought forward losses and unabsorbed depreciation are recognized only when there is virtual certainty supported by convincing evidence that such assets will be realized. Deferred tax assets arising on other temporary timing differences are recognized only if there is a reasonable certainty of realization.
- (iv) The Company has adopted Accounting Standard 22 (AS-22) 'Accounting for Taxes on Income' and accordingly the Company has Net Deferred Tax Assets as on 31.03.2026 amounts to Rs.63.29

o) Lease Accounting:

- Accounting of Operating leases has been done in compliance of AS 19 and the future rent payable in respect of Offices and godowns taken on lease is as under:
- The total of future minimum lease payments under non-cancellable operating leases for each of the following periods:

Rent payable for unexpired lease period as on 31.03.2026

(Amounts in '000)

	Existing Lease Period	
	Not later than one year	Later than one year and not later than Five years
Rs.	NIL	NIL
00.00/-		

p) Segment Reporting:

Primary: The Company is in the business of Trading of Food Products and operates in a Single segment.

- q) Trade Receivables Ageing schedule** as on 31.03.2026 amounting to Rs 20,91,87,752/- and as on 31.03.2025 amounting to Rs. 8,71,39,156/-

Trade Receivables ageing schedule as at 31st March, 2026

(Rs. in '000)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total

(i) Undisputed Trade receivables -considered good	1,90,100.40	3,12,159	82,162.62	4,976.53	-	2,09,187.75
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March,2025

(Rs. in '000)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	33,052.17	49,110.45	4,976.53	-	-	8,55,29.16
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

r) Trade Payables Ageing schedule as on 31.03.2026 amounting to Rs. 00.00/- and as on 31.03.2025 amounting to Rs. 00.00/-

Trade Payables ageing schedule: As at 31st March,2026

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	7.79	-	-	7.79
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March 2025

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	7.79	-	-	7.79
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

s) Financial Ratios

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change	Comments
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.00	0.00	0%	
Debt Service coverage ratio	EBITDA	Debt Service (Int+Principal)	0.00	0.00	0%	
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.01	0.02	-0.61%	
Inventory Turnover Ratio	COGS	Average Inventory	3.30	37.44	-0.91%	
Trade Receivables turnover ratio	Net Sales	Average trade receivables	1.73	1.73	0%	
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses + Closing Inventory - Opening Inventory)	Closing Trade Payables	159.66	29.14	4.48%	
Net capital turnover ratio	Sales	Working capital (CA-CL)	0.69	0.92	-0.25%	
Net profit ratio	Net Profit	Sales	0.01	0.03	-0.46%	

Return on Capital employed	Earnings before interest and tax	Capital Employed	0.01	0.03	-0.61%	
Return on investment	Net Profit	Investment	0.00	0.00	0%	-

t) Employee Benefit

Contribution to Provident Fund is charged to Revenue Account. The company has not met the applicability criteria of Payment for Gratuity Act. Hence no provision is made towards accrual of gratuity liability.

u) Outstanding dues to Micro, Small and Medium Enterprises:

S.No	Particulars	As at March 31,2026	As at March 31,2025
	Amount remaining unpaid to any supplier:		
1	a) Principal Amount	0	0
	b) Interest due thereon	0	0
2	Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount paid to the supplier beyond the appointed day;	0	0
3	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0	0
4	Amount of interest accrued and remaining unpaid	0	0
5	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0	0

The Company has filed initial Return (MSME Form 1) and subsequent returns within due dates.

v) Earnings per share (EPS):

The numerators and denominators used to calculate Basic and Diluted Earnings per share.

(Amounts in '000)

Particulars		2025-2026	2024-2025
Profit attributable to the Shareholders	A	3,446.77	8,704.37
Basic / Weighted average number of Equity Shares outstanding during the year	B	20,466.53	20,466.53
Nominal value of Equity Shares		10.00	10.00
Basic / Diluted Earnings per share	A/B	0.17	0.43

- w) The Corporate Social Responsibility is not applicable to the company for the year ended 31.03.2026. The company had spent Rs Nil towards the CSR activities during the current year.

(Amounts in '000)

CSR Expenditure incurred u/s 135 of the Companies Act, 2013

Particulars	31-Mar-2026	31-Mar-2025
	In Rs	In Rs
a. Gross amount required to be spent during the year	-	-
b. Amount brought forward from Previous years	-	-
c. Amount spent during the year on	-	-
(i) Construction/Acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	-
- Swatch Bharat Kosh	-	-
- Medical facilities	-	-
d. Amount yet to be spent	-	-
e. Details of related party transactions	-	-
f. Provision made with respect to a liability incurred by entering into a contractual obligation,	-	-

- x) Confirmation of balances with whom the Company has had transactions have not been obtained in many cases.
- y) In respect of the parties from whom confirmations are not received, the book balance is taken to be correct.

z) Significant Events after the Reporting Period

There were no significant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

aa) Other Statutory information

- The Company did not have any benami property, and no proceeding has been initiated against the Company for holding any benami property
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company did not have any transactions with companies struck off.
- The Company has not traded or invested in crypto currency or virtual currency during the financial year

- e. The Company has not advanced or loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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 (ultimate beneficiaries) or
 - ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- f. 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 Group 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 to or on behalf of the Ultimate Beneficiaries
- g. The Company did not have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- h. The Company has not declared willful defaulter by any banks or any other financial institution at any time during the financial year
- i. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- j. The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2023.
- k. The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- l. During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties
- m. The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties
- n. There are no securities granted in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable
- o. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable.
- p. No funds raised on short-term basis have been used for long-term purposes by the Company
- q. The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments)
- r. The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit
- s. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013
- t. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors
- u. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company.
- v. The Company has not conducted any Non Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- w. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India.
- x. Title deeds of the immovable properties are held in the name of the company
- y. The company does not satisfy the criteria laid down under Section 135 of the Companies Act, 2013.

bb) Paise have been rounded off to nearest rupee.

- cc) Previous year's figures have been regrouped and reclassified wherever necessary.
- dd) Other requirement of Schedule III of the Companies Act 2013 is not applicable as the Company is in the business of Trading of Food Products.

For and on behalf of the Board

As per our report of even date attached
For VENKAT & RANGAA LLP
Chartered Accountants
LLPIN: AAK 5672

sd/-
Chandran Ganesan
Director
DIN: 08166461

sd/-
J.Rajendhiran
Director
DIN: 01784664

sd/-
S Mohan Raajan
Partner
M.NO. 206393

Place: Chennai
Date: 29/05/2026