Keerthi Industries Limited

43rd Annual Report 2025-26

Suvarna Cements –
Pure Gold among Cements

In the loving memory of

Shri. J. S. Krishna Murthy

Founder and Chairman,
HBC Group of Companies

“Your vision and dedication continue to inspire and guide us every day. Your legacy lives on in every achievement we make.

CONTENTS

About Keerthi Industries

Keerthi Industries (KEERTHI), originally incorporated as Suvarna Cements Limited on 17th May, 1982 commenced commercial cement manufacturing operations in 1986. Owing to financial challenges, the Company was registered with the Board for Industrial and Financial Reconstruction (BIFR) in 1989.

A significant turning point came during 1999-2000 when the present management assumed control of the Company and successfully implemented a comprehensive turnaround strategy. Through focused operational improvements, prudent financial management and strategic initiatives, the Company restored its net worth to positive levels resulting in its de-registration from BIFR in 2002.

As part of the management's vision for diversification at that time, the company was renamed Keerthi Industries Limited in 2005. The registered and administrative office is located at Plot No. 40, IDA, Balanagar, Hyderabad-500037, Telangana, India.

Cement Division

The Cement Division, one of the Company's core business segments, is located at Mellacheruvu Village & Mandal, Suryapet District, Telangana - 508246. The Division manufactures Ordinary Portland Cement (OPC) in 43 and 53 grades as well as Portland Pozzolana Cement (PPC) under the well-established brand named as **"SUVARNA CEMENT"**.

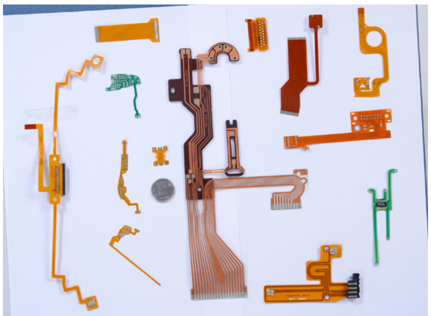
The Company has undertaken capacity expansions in a phased manner. The plant's clinker production capacity was increased from 300 TPD to 900 TPD in 2003. Subsequently, in September 2010, the Company completed a major expansion enhancing the clinker production capacity from 900 TPD to 1,600 TPD and cement grinding capacity to 1,900 TPD.

During the recent period, the plant has operated intermittently due to the continued downturn and challenging market conditions in the South Indian cement sector.

Electronics Division (Divested during FY 2025-26)

The Electronics Division traces its origins to **Hyderabad Flextech Limited**, which was incorporated in December 1992 as a 100% Export Oriented Unit (EOU) under the Electronic Hardware Technology Park (EHTP) Scheme of the Ministry of Electronics, Government of India. In 2010, Hyderabad Flextech Limited became part of Keerthi Industries Limited through a strategic merger marking the Company's entry into the electronics manufacturing sector and diversifying its objectives.

As part of its ongoing strategic initiatives to strengthen its financial position, the Company had approved the sale and divestment of its Electronics Division during FY 2025-26. Pursuant to a Business Transfer Agreement, the Electronics Division business including the associated intellectual property, identified assets and contracts was transferred as a going concern on a slump sale basis to Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited). The transaction was approved by the Board of Directors and subsequently by the shareholders, enabled the Company to unlock the value from the business and significantly reduce its debt obligations. The proceeds from the transaction provided additional liquidity to support the continued operations of the Cement Division during a challenging period for the industry and strengthened the Company's overall financial position.



Leadership Messages

Dear Shareholders,

I welcome this opportunity to address our shareholders and present our reflections on the financial year 2025-26. The year continued to be challenging for the Company, particularly due to difficult market conditions in the South Indian cement industry, including pricing pressure, supply-demand imbalances and increasing input costs.

During the year, the Company completed the divestment of its Electronics Division through a slump sale to Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited). The transaction significantly reduced the Company's debt obligations and provided additional liquidity to support the Cement Division during this challenging period. As a result of the transaction and subsequent debt repayments, the Company currently has no institutional debt.

Despite these measures, the difficult conditions in the cement market have continued. The cement plant has been operating intermittently, and the Company has taken further steps to align costs and staffing levels with current operating requirements. These are difficult decisions, and I would like to thank our employees for their commitment and support during this period.

In parallel, the Company is taking steps to monetize non-core assets, including surplus land, where appropriate. With the Company currently having no institutional debt, the management is also pursuing fresh working capital financing to improve liquidity and provide greater operating flexibility.

The Board and management continue to closely evaluate the Company's position and the options available to it. Our priority is to navigate the present market conditions prudently while taking actions that preserve the Company's financial position and maximize value for our shareholders.

I thank our shareholders, employees, customers, lenders, business partners and other stakeholders for their continued trust and support.

Warm regards,
Triveni Jasti
Chairperson & Whole Time Director

Dear Shareholders,

The financial year 2025-26 continued to be a difficult year for the cement business. We faced significant pricing pressure, supply-demand imbalances, intense competition and increasing input costs, which affected the Company's operating performance.

The Management remained focused on controlling costs, managing working capital and improving operating efficiencies wherever possible. As difficult market conditions continued, the cement plant has been operating intermittently, and we have taken further steps to align our cost structure and staffing levels with the current operating requirements.

We continue to closely manage production, costs and liquidity while pursuing additional working capital financing to provide greater operating flexibility. Our immediate focus remains on managing the business prudently through the present market conditions.

Safety continues to remain an important priority in our operations. I would also like to thank our employees for their commitment and cooperation during what has been a challenging period.

I thank the Board of Directors for their guidance and our shareholders, customers, business partners, bankers and other stakeholders for their continued support.

Warm regards,
Seshagiri Rao Jasti
Managing Director

Corporate Information

Board of Directors

Mrs. Triveni Jasti	**Executive Chairperson & Whole Time Director**
Mr. Seshagiri Rao Jasti	**Managing Director**
Mr. Sivaram Prasad Jetty	**Independent Director**
Mr. Ramakrishna Prasad Musunuri	**Independent Director**
Mr. Krishna Prasad Gondi	**Independent Director**
Mr. Thagirisa Seetha Ramanjaneyulu	**Independent Director**
Mr. Venkata Krishna Jasti	**Non-executive Director**

Chief Operating Officer (COO)
Mrs. Jasti Sarada Govardhini

Chief Financial Officer (CFO)
Mr. Pettugani Venkata Subbarao

Company Secretary & Compliance Officer
Ms. Ashdeep Kaur (upto 31st October, 2025)
Ms. Anupama Iyer (w.e.f 13th November, 2025)

Registered Office
Plot No.40, I.D.A, Balanagar,
Hyderabad- 500037
CIN: L11100TG1982PLC003492
Tel: 040-23076543
E-mail ID: kilinvestorservices@gmail.com
Website: www.keerthiindustries.com

Factory (Cement Division)
Mellacheruvu (Village & Mandal)
Suryapet District
Telangana-508246.
Tel: 08683-226028.

Bankers
Axis Bank Limited

Statutory Auditors
M/s. Brahmayya & Co.
Chartered Accountants
#403 & 404, Golden Green Apartments,
Irrum Manzil Colony, Hyderabad – 500082
Ph: 040-23370002/4
Email: hydbrahmayya@gmail.com

Cost Auditors
M/s. Vasireddy & Associates
Cost Accountants
Flat No. 308, Swasthik Residency Apartments,
Kukatpally, Hyderabad- 500072
Mobile No: +91 9866984869
Email: arunbabuvasireddy@gmail.com

Secretarial Auditors
M/s VCSR & Associates
Company Secretaries
8-3-945, 3rd Floor, 305 A&B
Pancom Business Centre
Ameerpet, Hyderabad- 500073
Tel. 040-40078155
E-mail: chveeru@gmail.com

Internal Auditors
M/s Pavuluri & Co.
Chartered Accountants
Plot No. 48, Flat No. 301, MICASA,
Phase- I, Kavuri Hills, Hyderabad- 500033
Tel. 040-29702638
E-mail: mail@pavuluriandco.com

Registrar & Share Transfer Agents (RTA)
M/s. XL Softech systems Limited
Plot No. 3, Sagar Society,
Road No. 2, Banjara Hills,
Hyderabad – 500 034
Tel: 040-23545913/14/15
Email: xlfield@gmail.com
Website: www.xlsoftech.com

ISIN: INE145L01012

Management & Discussion Analysis

1. INDUSTRY OVERVIEW AND OPERATING ENVIRONMENT

The South Indian cement market continued to remain structurally competitive during FY 2025-26, with substantial installed capacity and continuing capacity consolidation across the region. The resulting supply-demand imbalance, together with aggressive volume participation by larger producers, continued to exert pressure on cement prices, realizations and capacity utilisation.

While demand from infrastructure, housing and construction activity continued across the region, the benefits were uneven across markets and were not sufficient to absorb available capacity. Regional manufacturers therefore continued to face significant competitive pressure in maintaining both volumes and pricing.

At the same time, power, fuel, freight and logistics remained significant components of the industry cost structure. Increasing input costs, combined with pressure on realizations and plant utilisation, continued to affect operating margins across the sector.

Subsequent to the year end, these industry conditions have continued to materially affect the Company's operations, resulting in intermittent operation of its cement manufacturing facility.

Outlook: The near-term outlook remains dependent on the evolution of the regional demand-supply balance, cement realizations and input costs. A sustained improvement in pricing and capacity utilisation would improve operating economics; however, the timing and extent of such improvement remain uncertain.

2. STRATEGIC AND FINANCIAL DEVELOPMENTS

During FY 2025-26, the Company completed the divestment of its Electronics Division through a slump sale to Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited). The transaction resulted in a significant realignment of the Company's balance sheet, provided liquidity during a difficult operating period and enabled repayment of all institutional debt.

Subsequent to the year end, the Company has continued to focus on balance sheet flexibility and liquidity management. This includes monetization of non-core assets, including surplus land, where appropriate, and pursuing fresh working capital facilities to support current operating requirements.

The Board and management continue to review the Company's financial and operating position on an ongoing basis and will take such actions as considered appropriate in the interests of shareholders.

3. RISKS, CONCERNS & THREATS:

Risks are an inherent part of business operations; however, the Company has established a structured risk management framework to identify, assess and mitigate key internal and external risks on an ongoing basis. This framework enables continuous monitoring of business activities and timely action to address emerging risks.

The Company's operations remain exposed to fluctuations in cement demand, pricing pressure, high power and fuel costs, freight expenses and logistics constraints. Persistent supply-demand imbalance and competitive intensity in the South Indian market may continue to affect realizations, capacity utilisation and operating margins.

Intermittent plant operations and lower capacity utilisation can also increase the burden of fixed costs and adversely affect operating economics. In addition, adequate availability of working capital remains important for maintaining production, procurement and other operating requirements.

The Company continues to manage these risks through close monitoring of market conditions, cost controls, working capital management and appropriate alignment of production with prevailing demand and operating economics.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established a robust internal control framework commensurate with the size and complexity of its operations, which plays a key role in supporting business processes and ensuring regulatory compliance. The system is designed to safeguard assets, ensure proper authorization of transactions, and maintain accurate accounting records.

The effectiveness of the internal controls is periodically reviewed by the Management, Internal Auditors and Statutory Auditors. During the year under review, these controls were found to be operating effectively. The Company has appointed M/s. Pavuluri & Co., Chartered Accountants, Hyderabad as the Internal Auditors who conduct regular reviews and submit quarterly reports to the Audit Committee for its consideration.

In addition, the Company follows a structured Management Information System (MIS) and budgetary control process, under which operational and financial performance is reviewed periodically, variances are analyzed and corrective actions are taken as and when required. The Company also uses a compliance monitoring system to ensure timely adherence to the applicable statutory requirements across all locations.

5. SEGMENT WISE OR PRODUCT WISE PERFORMANCE

It is discussed in the Board Report under the head operations in the Board Report.

6. DETAILS OF SIGNIFICANT CHANGES:

KEY FINANCIAL RATIOS

In accordance with SEBI (Listing Obligations and Disclosure Requirements), Regulations as amended in 2018, following are the details of key financial ratios and significant changes (changes of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratio.

Ratios	Financial Year 2025-26	Financial Year 2024-25	Reason for significant change
Trade Receivables Turnover	49.78	22.42	Note No. (i)
Inventory Turnover	6.89	4.74	Note No. (ii)
Interest Coverage Ratio	(1.69)	(0.48)	Note No. (iii)
Current Ratio	0.23	0.52	Note No. (iv)
Debt Equity Ratio	0.92	1.43	Note No. (v)
Operating Profit Margin (%)	(13.77)%	(14.77) %	Note No. (vi)
Net Profit Margin (%)	(13)%	(19) %	Note No. (vii)
Return on Capital Employed	11%	(26) %	Note No. (viii)

Note: The Above Ratio's are computed for continuing operations only and previous year ratios were regrouped accordingly.

Brief reasons for significant change in the ratios when compared to previous year are as under:

(i) The Trade Receivables Turnover Ratio increased primarily due to reduction in debtors pertaining to Electronic Division which was sold under slump sale;

(ii) The Inventory Turnover Ratio increased mainly due to a reduction in average inventory levels during the year;

(iii) The Interest Coverage Ratio mainly on account of operating losses during the year, resulting in inadequate earnings to cover finance costs;

(iv) The Current Ratio decreased primarily due to increase in current liabilities, leading to lower short-term liquidity;

(v) The Debt Equity Ratio decreased due to reduction in borrowings during the year;

(vi) The Operating Profit Margin improved due to better operational performance and cost optimization measures although the margin remained negative;

(vii) Net loss margin improved significantly compared to the previous year due to reduction in operating losses, improved sales realization and better cost management;

7. HUMAN RESOURCES

The Company's workforce requirements are being reviewed in line with current production levels and the need to maintain an appropriate cost structure. In the period following the year end, the Company has undertaken manpower rationalisation measures while retaining the personnel and capabilities required for safe and effective plant operations.

The Company continues to maintain focus on statutory compliance, industrial relations and workplace safety. Management appreciates the cooperation and commitment of employees during this period of operational adjustment.

The details of the employees engaged by the Company are provided in **Annexure C** to the Board's Report.

8. CAUTIONARY STATEMENT:

The statements in the Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations or future prospects may be considered as "forward-looking statements" within the meaning of applicable securities laws and regulations. These statements are based on current assumptions and expectations of future events and are subject to risks and uncertainties.

Actual results may differ materially from those expressed or implied, depending on various factors including but not limited to changes in economic conditions affecting the demand and supply, fluctuations in input costs and market prices, conditions in domestic and international markets in which the Company operates, changes in government policies, regulations, tax laws and other statutory requirements as well as other incidental and unforeseen factors.

The Company's actual performance, results and achievements may therefore vary from those projected in such forward-looking statements. The Company assumes no obligation to publicly update, amend, modify or revise any forward-looking statements to reflect subsequent developments, information or events.

KEERTHI INDUSTRIES LIMITED
CIN: L11100TG1982PLC003492
Regd. Off: Plot No. 40, IDA, Balanagar, Hyderabad -500037, Telangana
Tel.: 040-23078748 **Web:** www.keerthiindustries.com **Email:** kilinvestorservices@gmail.com

Notice of the Annual General Meeting

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting **('AGM')** of the Members of Keerthi Industries Limited **('the Company')** is scheduled to be held on **Thursday, 24th September, 2026 at 11.00 AM IST** through Video Conferencing/ Other Audio Visual Means **('VC/OAVM')**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Venkata Krishna Jasti (DIN: 09041310) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of Remuneration payable to the Cost Auditors for the Financial Year 2026-27:

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

   "RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 (a) of Companies (Audit and Auditors Rules), 2014, and as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 27th May, 2026 the remuneration payable to **M/s. Vasireddy & Associates, Cost Accountants, Hyderabad (FRN: 004181),** to conduct the audit of the Cost Records of the Company for the financial year 2026-2027, amounting to proposed Rs. 55,000/- (Rupees Fifty-Five Thousand only) plus re-imbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit and GST as may be applicable be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors
For Keerthi Industries Limited

Place: Hyderabad
Date: 14.08.2026

Anupama Iyer
Company Secretary &
Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 03:

Ratification of Remuneration payable to the Cost Auditors for the Financial Year 2026-27.

The Board, on the recommendations of the Audit Committee at their respective meetings held on 27th May, 2026 had approved the appointment of M/s. Vasireddy & Associates, Cost Accountants (FRN: 004181), as the Cost Auditors for conducting the cost audit of the cost records of the Company for the financial year ending 31st March, 2027 at a remuneration of Rs. 55,000/- plus reimbursement of actual travel and out of pocket expenses and GST as applicable.

In accordance with Section 148 (3) of the Companies Act, 2013 and Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors are required to be ratified by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the said resolution.

The Board recommends the said Item No. 3 to be passed as an **Ordinary Resolution.**

ANNEXURE I

Brief Profile of Directors pursuant to Regulation 36 (3) of the SEBI (Listing Obligations & disclosure Requirements) Regulation, 2015 and Secretarial Standards for General Meetings (SS-2) are as mentioned below:

Name of the Director	**Venkata Krishna Jasti** **Item No. 2**
DIN	09041310
Date of Birth	28th February, 1982
Age	44 Years
Brief Resume, Qualification and Nature of expertise	Mr. Venkata Krishna Jasti holds Masters in Mechanical Engineering (MS) from Carngcie Mellon University, United States. He was also awarded Ph.D in mechanical engineering from Carngcie Mellon University, US in 2008. He possesses the appropriate skill, experience and knowledge required for the role of Non-Executive Director.
Relationship with other Directors	Son of Mr. J. S. Rao, Managing Director and Mrs. Triveni Jasti, Whole Time Director of the Company.
Board Membership of other Listed Companies as on 31st March, 2026	None
Chairmanship/Membership of Committees other Public Limited Companies as on 31st March, 2026	None
No. of Meetings of the Board attended during the year 2025-26	Six out of Six
Listed Companies from which the person has resigned from the directorship in the past three years	None
Shareholding in Keerthi Industries Limited	87,347 equity shares (1.09% of paid-up equity share capital of the Company)
Terms and conditions of appointment/ re appointment and Remuneration sought to be paid/ last drawn	Non–Executive Director liable to retire by rotation. **Remuneration last drawn:** As mentioned in the Corporate Governance Report

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 **('the Act')**, in respect of the Special Business set above is annexed hereto.

2. In terms of Section 152 of the Act, Mr. Venkata Krishna Jasti (DIN: 09041310) retires by rotation at the meeting and being eligible, offers himself for re-appointment.

3. The Ministry of Corporate Affairs **('MCA')**, vide General Circular No. 03/2025 dated 22nd September, 2025 has permitted holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) until further orders. Hence, incompliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and MCA Circulars and SEBI Circulars, the 43rd AGM of the Company is being held through VC / OAVM on Thursday, 24th September, 2026 at 11:00 A.M. (IST).

4. In compliance with Section 20 of the Act and further to the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 43rd AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company/Depositories. The Members may note that the Notice and the Annual Report for FY 2025-26 will also be available on the Company's Website: www.keerthiindustries.com and Website of the Stock Exchange i.e., BSE Limited: www.bseindia.com, and on the Website of CDSL: https://www.evotingindia.com

5. Green Initiative: To support the Green Initiative, the Members who have not registered their e-mail addresses are requested to register their e-mail addresses for receiving all the communications including Annual Report, Notices, Circulars etc. from the Company electronically.

6. 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 and SEBI Circulars 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 AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

7. The Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorize their Representatives to participate and vote at the AGM are requested to upload a copy of the Board Resolution/Authorization Letter on the E-Voting Portal or send to the Company at kilinvestorservices@gmail.com.

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act. As per Regulation 40 of the SEBI Listing Regulations, as amended, Securities of Listed Entities can be transferred only in Dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of Securities. In view of this, Members holding Shares in Physical Form are requested to consider converting their holdings to Dematerialised form. Further, pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30th January, 2026, a special window for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to 1st April, 2019 has been opened from 5th February, 2026 to 4th February, 2027. The Members can contact M/s XL Softech Systems Limited, Registrar and Share Transfer Agents of the Company, **('RTA' or 'Registrar')** situated at Plot No. 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500034, Tel: 040-23545913 / 14. E-mail: xlfield@gmail.com and website of the Registrar: www.xlsoftech.com for assistance in this regard.

9. Members are requested to intimate changes, if any, pertaining to their Names, Postal Addresses, E-mail Addresses, Telephone/Mobile Numbers, Permanent Account Numbers, Mandates, Nominations, Power of Attorney, Bank Details viz., Name of the Bank, Branch Details, Bank Account Number, MICR Code, IFSC Code etc., to their Depository Participants **('DPs')** in case the Shares are held in Electronic Form and Registrar/RTA in case the Shares are held in Physical Form.

   a. Registration of E-mail of Shareholders holding Physical Shares: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website www.xlsoftech.com and follow the Registration Process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail and also upload the image of Share Certificate in PDF or JPEG format. On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification. For Permanent Registration for Demat Shareholders: It is clarified that for permanent registration of E-mail address, the Members are requested to register their E-mail address, in respect of Demat holdings with the respective Depository Participant (DP) by following the procedure as prescribed by the Depository Participant.

   b. For Temporary Registration for Demat Shareholders: Members holding Shares in Physical Form and who have not registered their E-mail addresses may get their E-mail addresses registered with the Registrar, by referring to their website: www.xlsoftech.com and follow the Registration Process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, Mobile Number and E-mail.

   c. Registration of the Bank Details for Physical Shareholders: Members holding Shares in Physical Form and who have not registered their Bank details can get the same registered with the Registrar, by clicking the www.xlsoftech.com and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Share Certificate Number, PAN, E-mail, along with the copy of the Cheque Leaf with the First named Member as mentioned on the Cheque Leaf containing Bank Name and Branch, Type of Account, Bank Account Number, MICR Details and IFSC code in PDF or JPEG format. It is very important that the Member should submit the request letter duly signed. The Registrar will verify the documents uploaded and will only take on record, all the valid cases. On submission of the details, an OTP will be received by the Member which is required to be entered in the link for verification.

10. The Meeting shall be deemed to be held at the registered office of the Company at Plot No. 40, IDA Balanagar, Hyderabad- 500037, Telangana.

11. Nomination: Pursuant to Section 72 of the Act, Members holding Shares in Physical Form are advised to file Nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of the Shares held in Dematerialised form, Members may please contact their respective Depository Participant.

12. Consolidation of Physical Share Certificates: Members holding Shares in Physical Form, in identical order of Names, in more than One Folio are requested to send to the Company or Registrar,

details of such Folios together with the Share Certificates for consolidating their holdings in One Folio. A Consolidated Share Certificate will be issued to such Members after making the requisite changes.

13. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to cast their vote electronically, through the E-Voting services provided by Central Depository Services (India) Limited **('CDSL')** on all the Resolutions set forth in this Notice. Members who have cast their Votes by remote E-Voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their Vote on such Resolutions again. The manner and process of E-Voting remotely by Members is provided in the instructions for E-Voting which forms part of this Notice.

14. 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 for dispatch of Notice i.e. **Friday, 28th August, 2026 will only be entitled.**

15. In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter specifying the exact web link to the complete annual report is sent to shareholders who have not registered their email address.

16. The Voting Rights of the Shareholders for voting through remote E-Voting at the AGM shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on **Friday, 18th September, 2026 ('Cut-Off Date')**. 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, only shall be entitled to avail the facility of remote E-Voting or of voting at the AGM and who is not a Member as on the Cut-off Date shall treat this Notice for information purposes only.

17. The Remote E-Voting Period will commence on **Saturday, 19th September, 2026 (09:00 A.M. IST) and will end on Wednesday, 23rd September, 2026 (05:00 P.M. IST)**. During this period, Members of the Company, holding Shares in Dematerialised form, as on the Cut-off Date i.e., **on Friday, 18th September, 2026 ('Cut-Off Date')** shall be entitled to cast their vote by remote E-Voting. Once the Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

18. The facility for Voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast 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 during the AGM.

19. Any person who becomes a Member of the Company after sending the Notice and holding Shares as on the Cut-off date **(Friday, 18th September, 2026)** may obtain the Login-id and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for remote E-Voting then he/she can use his/her existing User-id and Password for casting the Vote.

20. In case of Joint holders, the Joint holder who is higher in the order of Name, will be entitled to vote at the Meeting, if not already voted through remote E-Voting.

21. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their Names, Demat Account Numbers/Folio Numbers, E-mail IDs at kilinvestorservices@gmail.com on or before **Monday, 21st September, 2026**. The same will be replied by the Company suitably.

22. The Board of Directors has appointed M/s VCSR & Associates, Practicing Company Secretary (Membership No. FCS 6121, COP No. 6392), Hyderabad as the Scrutinizer to scrutinize the remote E-Voting Process and voting during the AGM, in a fair and transparent manner.

23. The Scrutinizer shall immediately, after the conclusion of E-Voting at the AGM, first count the Votes Cast during the AGM, thereafter, unblock the Votes Cast through remote E-Voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the Total Votes Cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the Scrutinizer's Report shall be placed on the Website of the Company and on the Website of CDSL immediately. The results will also be communicated to BSE Limited, where the Shares of the Company are listed.

24. To prevent fraudulent transactions, Members are advised to exercise Due Diligence and notify the Company of any change in address or Demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of Holdings should be obtained from the concerned DPs and Holdings should be verified from time to time.

25. IEPF Related Information.

    The Members are requested to note that pursuant to the provisions of Section 124(5), 124(6) and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended, the dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and

Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF. In this regard, there was an inadvertent delay in transferring the unpaid dividend pertaining to the financial year 2017-18 and the corresponding shares on which dividends were unclaimed for seven consecutive years to the IEPF authority which was completed subsequently by the company.

Also, the Final Dividend declared for the financial year 2018-19 which has remained unclaimed/ unpaid for a period of seven years along with the corresponding shares on which dividends were unclaimed for seven consecutive years is due to be transferred to the IEPF fund on 25th October, 2026. The individual notices were sent to the respective shareholders and the newspaper advertisements were published to intimate the shareholders about the same. The list of shareholders is available on the website of the company at http://www.keerthiindustries.com/unpaid-dividend.html and http://www.keerthiindustries.com/investor-education-and-protection-fund.html.

The Members who have not encashed their dividend for the said financial year or subsequent years or have not updated their KYC details (including bank details and PAN linked with Aadhaar), are requested to do so by contacting the Company or its Registrar and Share Transfer Agents ("RTA") to claim the unclaimed dividend. The forms related to updating the KYC are available on the website of the Company.

In the event of transfer of equity shares and the unclaimed dividends to IEPF, the Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and by sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members may file only one consolidated claim in a financial year as per the IEPF rules.

26. **Instructions for attending the AGM through VC/ OAVM:**

   a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at www.evotingindia.com under Shareholders/ Members login by using the remote E-Voting credentials. The link for VC/OAVM will be available in Shareholder / Members login where the EVSN of the Company is displayed.

   b. Members may join the Meeting through Laptops, Smartphones, Tablets and I-Pads for better experience. Further, Members are advised to use the Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

   c. 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 between **19th September, 2026 (09:00 am) to 21st September, 2026 (05:00 pm)** from their registered E-mail address mentioning their names, DP-ID and Client ID / Folio Number, PAN and Mobile Number at kilinvestorservices@gmail.com. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

   d. Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 43rd AGM, from their registered E-mail address, mentioning their Names, -IDs and Client-ID Numbers / Folio Numbers and Mobile Numbers, to reach the Company's E-mail address at kilinvestorservices@gmail.com before **5:00 P.M. (IST) on Monday, 21st September, 2026**. Such questions by the Members shall be suitably replied by the Company.

   e. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. If any votes are cast by the Shareholders through the E-Voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered as invalid, as the facility of E-Voting during the Meeting is available only to the Shareholders attending the Meeting.

27. Subject to the receipt of Requisite number of Votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM. Voting through Electronic Means: Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with the Companies (Management and Administration) Rules, 2014 read with amendments or re-enactments made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to exercise Members' Right to Vote at the 43rd Annual General Meeting

(AGM) by electronic means and the business may be transacted through E-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members attending the Meeting who have not already cast their vote through Remote E-Voting shall be able to exercise their Voting Rights at the Meeting. The Members who have already cast their vote through Remote E-Voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

28. The instructions for Shareholders for Voting Electronically are as under:

   (i) The **Voting Period commences on Saturday, 19th September, 2026 (09:00 A.M. IST) and will end on Wednesday, 23rd September, 2026 (05:00 P.M. IST).** During this period, the Shareholders of the Company, holding Shares in Dematerialized Form, as on the **Cut-off Date (Record Date), Friday, 18th September, 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.

   Login method for E-Voting and Joining Virtual Meetings for Individual Shareholders holding Securities in Demat Mode:

   Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on "E-Voting Facility provided by Listed Companies", Individual Shareholders holding Securities in Demat mode are allowed to cast their vote through their Demat Account maintained with the Depositories and Depository Participants. Shareholders are advised to update their Mobile Numbers and E-mails in their Demat Accounts in order to access the E-Voting Facility. Pursuant to the above said SEBI Circular, Login method for E-Voting and joining Virtual Meetings for Individual Shareholders holding Securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with **CDSL Depository**	**1.** Users who have opted for CDSL EASI/EASIEST facility can login through their existing User-id and Password. Option will be made available to reach E-Voting page without any further authentication. The URL for Users to login to EASI/EASIEST are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System MYEASI. **2.** After successful login to 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 and Voting during the Meeting. Additionally, there are also links provided to access the system of all E-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME 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. To login, click on login & New System MYEASI Tab and then click on registration option. **4.** Alternatively, the User can directly access E-Voting Page by providing Demat Account Number and PAN on E-Voting link available on www.cdslindia.com homepage. The system will authenticate the User by sending OTP on the Registered Mobile and E-mail as recorded in the Demat Account. After successful authentication, the 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 the E-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders Holding Securities in Demat Mode with **NSDL Depository**	**1.** If you are already registered for NSDL 'IDeAS' facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the Homepage of E-services is launched Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will be opened. 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 and 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 homepage of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User-id (i.e. your sixteen digit Demat account number held 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 and Voting during the Meeting.
Individual Shareholders Holding Securities in Demat Mode Login through their **Depository Participants (DP)**	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on Company Name or E-Voting Service Provider name and you will be redirected to E-Voting Service Provider Website for casting your vote during the remote E-Voting period or joining Virtual Meeting and voting during the Meeting

Important note: Members who are unable to retrieve User-id/ Password are advised to use Forgot User-id and Forgot Password option available at above mentioned 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 the following e-mail: helpdesk.evoting@cdslindia.com or Contact at a toll free no. 1800 22 5533
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 Toll Free No. 1800 10 20990 and 1800 22 4430

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

i. The Shareholders should log on to the E-Voting Website: www.evotingindia.com

ii. Click on "SHAREHOLDERS" Module.

iii. Now enter your User-id

  i. For CDSL: 16 Digits Beneficiary ID

  ii. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID

  iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the 'Image Verification' as displayed and Click on Login.

v. If you are holding Shares in Demat form and have logged on to www.evotingindia.com and have voted on an earlier E-Voting of any Company, then your existing password is to be used.

vi. If you are a first-time user follow the steps given below:

For Physical Shareholders and other than Individual Shareholders holding Shares in Demat Form

PAN	Enter your 10-digit alpha–numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company /RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company Records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member-id /Folio Number in the 'Dividend Bank Details' field.

vii. After entering these details appropriately, click on 'SUBMIT' tab.

viii. 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 the 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.

ix. For Shareholders holding shares in Physical Form, the details can be used only for E-Voting on the Resolutions contained in this Notice.

x. Click on the EVSN of the relevant Company ('Keerthi Industries Limited') on which you choose to vote.

xi. 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.

xii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your Vote.

xv. You can also take a print of the votes cast by clicking on 'Click here to Print' option on the Voting Page.

xvi. 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 and enter the details as prompted by the system.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting:

- Non–Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the website: 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 mailed 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 to send the relevant Board Resolution/ Authority Letter etc. to-gether with the Attested Specimen Signature of the Duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the E-mail address: kilinvestorservices@gmail.com if they have voted from individual tab and not uploaded same in the CDSL E-Voting System for the Scrutinizer to verify the same.
- If you have any queries or issues regarding E-Voting from the CDSL E-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022–23058738 and 022–23058542/43
- All grievances connected with the facility for Voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr Manager, Central Depository Services (India) Limited (CDSL), Wing–A, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai–400013 or send an E-mail to helpdesk.evoting@cdslindia.com or call on 022–23058542/43

By Order of the Board of Directors
For Keerthi Industries Limited

Place: Hyderabad
Date: 14.08.2026

Anupama Iyer
Company Secretary & Compliance Officer

INFORMATION AT A GLANCE

Particulars	Details
Date and Time of AGM	Thursday, 24th September, 2026 at 11:00 A.M. IST
Mode	Video conference and other audio-visual means
Cut-off date for-voting	Friday, 18th September, 2026
E-voting start time and date	Saturday, 19th September, 2026 at 09:00 A.M.
E-voting end time and date	Wednesday, 23rd September, 2026 at 05:00 P.M.
E-voting website	www.evotingindia.com
Participation through video-conferencing	www.cdslindia.com
Helpline number for VC participation	022–23058738 and 022–23058542/43

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting their 43rd Annual Report for the Financial Year 2025-2026 together with the Audited Financial Statements as at 31st March, 2026.

1. FINANCIAL HIGHLIGHTS:

(Rs. In Lakhs)

Particulars	2025-2026	2024-2025
Continuing Operations:		
Revenue from Operations	9,359.11	9,666.97
Other Income	158.03	126.60
Total Income	**9,517.14**	**9,793.57**
Profit/Loss Before Tax from continuing operations	**(2,409.39)**	**(3,721.30)**
Less: Current Tax (including deferred tax and tax for earlier years)	107.05	1,205.65
Profit/Loss After Tax from continuing operations	**(2,302.34)**	**(2,515.65)**
Discontinued Operations:		
Profit/Loss Before Tax from discontinued operations	**1,051.11**	**352.70**
Less: Tax expense of discontinued operations	277.60	114.27
Profit/Loss After Tax from discontinued operations	**773.51**	**238.43**
Net Profit/Loss for the period	**(1,528.83)**	**(2,277.22)**
Earning per share (Continuing operations)	(28.72)	(31.38)
Earning per share (Discontinued operations)	9.65	2.97

2. OVERVIEW AND STATE OF AFFAIRS OF THE COMPANY:

The Company generated Operating revenue (Continuing Operations) for the year 2025-26 of Rs. 9,359.11 Lakhs (Rs. 9,666.97 Lakhs in FY 2024-25). The Net Loss for the FY 2025-26 is Rs. 1,528.83 Lakhs (Rs. 2,277.22 Lakhs in FY 2024-25).

Cement Division:

Production of Cement and Clinker were 2,65,803.60 MTS and 2,18,969 MTS respectively during the twelve months ended 31st March, 2026 as against 2,52,835.46 MTS and 2,30,741.00 MTS respectively during the previous year ended 31st March, 2025. Accordingly, revenue generated during the year ended 31st March, 2026 is Rs. 9,359.11 Lakhs as against the revenue Rs. 9,666.97 Lakhs during the previous year ended 31st March, 2025.

Electronics Division:

The financial performance of the Electronics Division is shown under Discontinued operations as per the table below:

(Rs. In Lakhs)

Particulars	2025-2026	2024-2025
Revenue including other income	**2,392.74**	**2,429.65**
Profit before Income Tax	**229.22**	**352.70**
Income tax expense	277.60	114.27
Profit after Income Tax	**(48.38)**	**238.43**
Gain on sale of Electronics Division	821.89	-
Profit from Discontinued Operation	**773.51**	**238.43**

3. DIVIDEND:

During the year, our Company has faced significant challenges such as market conditions, increased competition, operational issues etc. Despite the dedicated efforts to navigate these challenges, the company has reported a loss during the financial year ended 31st March, 2026. The company is focused on strengthening its financial health, optimizing operations and supporting future business growth. Since the Company continues to remain in a loss-making position and in the absence of distributable profits, the Board of Directors have considered it prudent not to recommend any dividend for the financial year ended 31st March, 2026.

4. SHARE CAPITAL:

(a) No Change in Authorized Capital:

During the year under review, there was no change in the Authorized Capital of the Company. The Authorized Capital of the Company is Rs. 38 Crores divided into 2.73 Crore Equity shares of Rs. 10/- each aggregating to Rs. 27.30 Crores and 0.107 Crore, 9% Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 10.7 Crore.

(b) No Change in Paid up Share Capital:

Equity Share Capital: During the period under review, there was no change in the Paid-up Equity Share Capital of the Company. The Paid-up Equity Share Capital was Rs. 8.01 Crore divided into 0.801 Crore Equity shares of Rs. 10/- each.

5. BOARD, COMMITTEES OF THE BOARD AND OTHER INFORMATION:

A. Board of Directors:

The Company's Board of Directors have been constituted in compliance with the provisions of Companies Act, 2013 read with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Composition of the Board is as under:

Sr. No	Name of the Director	Category	DIN
1.	Mrs. Triveni Jasti	Executive Chairperson & Whole-time Director	00029107
2.	Mr. Seshagiri Rao Jasti	Managing Director	00029090
3.	Mr. Sivaram Prasad Jetty	Independent Director	00221271
4.	Mr. Ramakrishna Prasad Musunuri	Independent Director	01781225
5.	Mr. Krishna Prasad Gondi	Independent Director	00020179
6.	Mr. Seetha Ramanjaneyulu Thagirisa	Independent Director	10640532
7.	Mr. Jasti Venkata Krishna	Non-Executive Director	09041310

In accordance with the provisions of Companies Act, 2013, Mr. Venkata Krishna, Non-Executive Director of the Company would retire by rotation and being eligible, offers himself for Re-appointment. The Board of Directors recommend his Re-appointment at the ensuing Annual General Meeting.

B. Board Meetings:

During the year **Six (6)** Board Meetings. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

C. Declaration of Independence:

As required under Section 134 (3) (d) of the Companies Act, 2013, All the Independent directors as mentioned above have given declarations to the Company that they have meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulation 2015.

D. Evaluation of Board's performance, its committees and Directors:

Pursuant to Section 178 (2) of the Companies Act, 2013, the Nomination and Remuneration Committee has specified the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out by the Board and has reviewed its implementation and compliance. Pursuant to Section 134 (3) (p) of the Companies Act, 2013 and Regulation 4 (2) (f) (ii) (9) of the SEBI (LODR) Regulation, 2015, the Board has carried out an evaluation of its own performance, as well as the evaluation of the Committees of the Board. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

E. Familiarization Programs for Independent Directors:

The Independent Directors of the Company are eminent professionals with several decades of experience in banking and financial services, technology, finance, governance and management areas and are fully conversant and familiar with the business of the Company.

The Company has an ongoing familiarization programs for all Independent Directors with regard to their roles, duties, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc.

F. Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

G. Details of Whole-Time Key Managerial Personal (KMP):

Pursuant to the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel of the Company are Mrs. J. Triveni, Executive Chairperson & Whole-time Director, Mr. J. S. Rao, Managing Director, Mr. P.V. Subba Rao, Chief Financial Officer, Ms. Ashdeep Kaur (till 31st October, 2025) and Ms. Anupama Iyer (w.e.f 13th November, 2025), Company Secretary & Compliance Officer.

During the year under review, Ms. Ashdeep Kaur, Company Secretary and Compliance Officer tendered her registration w.e.f the closing business hours of 31st October, 2025. Subsequently on 13th November, 2025 on the recommendation of the Nomination and Remuneration Committee and subsequent approval by the Board, Ms. Anupama Iyer was appointed as the Company Secretary and Compliance Officer of the company.

H. Audit Committee:

The composition of the Audit Committee has been detailed in the Corporate Governance Report, forming part of this Annual Report.

All recommendations made by the Audit Committee have been accepted by the Board of Directors.

6. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance with Section 134(5) of the Companies Act, 2013, your directors confirm the following:

a. That the directors in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures.

b. That 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 and loss of the Company for that period.

c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and deleting fraud and other irregularities.

d. That the directors have prepared the annual accounts on the going concern basis.

e. That the directors have laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

f. That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has put in place the Prevention of Sexual Harassment Policy (POSH) in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Compliance Committee (ICC) has been constituted in compliance with the requirements of said Act to redress complaints received regarding sexual harassment. All employees are covered under this Policy. Employees at all levels are being sensitized about the Policy and the remedies available thereunder.

During the Financial year 2025-26, No complaints were received by the ICC.

8. RESEARCH AND DEVELOPMENT, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy:

i) Company ensures that the Manufacturing Operations are conducted in a manner whereby the optimum utilization and maximum possible savings of energy is achieved.

ii) No specific investment has been made in the reduction of energy consumption.

iii) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

B. Technology Absorption:

The Company's products are manufactured by using an in-house knowhow and no outside technology is being used for the manufacturing activities. Therefore, no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire activities are directed to achieve the aforesaid goal.

C. Expenditure incurred on Research and Development:

No expenditure was incurred on Research and Development by the Company during the period under review.

D. Foreign Exchange Earnings and Outgo:

Foreign Exchange Earnings & Outgo:	Amount
1. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans	
2. Total foreign exchange outgo and earned	
Foreign Exchange Outgo	Rs. 980.99 Lakhs
Foreign Exchange Earned	Rs. 669.79 Lakhs

9. AUDITORS:

1. Statutory Auditors:

M/s. Brahmayya & Co., Chartered Accountants (FRN: 000513S), were Re-appointed as the Statutory Auditors of the Company at the 39th Annual General Meeting ("AGM") held on 21st September, 2022, for a second term of five consecutive years, to carry out the Audit of the financial statements of the Company for the financial years 2022-23 to 2026-27 and will continue to hold the office from the conclusion of 39th AGM till the conclusion of 44th AGM of the company.

2. Cost Auditors:

In compliance with the provisions of Section 148 of the Companies Act, 2013, and based on the recommendations of Audit Committee, the Board of Directors of the Company in their meeting held on 27th May, 2026 have appointed M/s. Vasireddy & Associates (FRN: 004181), Cost Accountants, as the Cost Auditors of the Company for the FY 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the members. Accordingly, necessary resolution is proposed at the ensuing AGM for the ratification of the remuneration payable to the Cost Auditors for FY 2026-27.

3. Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and based on the recommendations of Audit Committee, the Board of Directors at their meeting held on 27th May, 2026, have re-appointed M/s Pavuluri & Co., Chartered Accountants (FRN: 012194S) as the Internal Auditors of the Company for the financial year 2026-27. M/s Pavuluri & Co, Chartered Accountants, have confirmed their willingness to be re-appointed as the Internal Auditors of the Company. Further, the Audit Committee in consultation with Internal Auditors, formulated the scope, functioning periodicity and methodology for conducting the Internal Audit.

4. Secretarial Auditors:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s VCSR & Associates, Practicing Company Secretaries holding valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India have been appointed as the Secretarial Auditors at the 42nd Annual General Meeting of the company held on 24th September, 2025 for a term of five consecutive years to conduct the Secretarial Audit of the company for the financial years 2025-26 to 2029-30. They will continue to hold the office from the conclusion of the 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting of the Company to be held in the year 2030.

10. SECRETARIAL AUDIT REPORT:

The Secretarial Auditor's Report for FY 2025-26 issued by the Secretarial Auditors contains certain observations. The Board has reviewed the observations and appropriate corrective measures have been taken to address the same. The said report does not contain any qualifications, reservations or adverse remarks. The Secretarial Audit Report in Form MR-3, as prescribed under the Companies Act, 2013, forms part of this Report and is annexed herewith as **Annexure A**.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

Pursuant to Section 135(6) of the Companies Act, 2013, the Company has transferred an amount of Rs. 27.32 Lakhs to the Unspent CSR account. The CSR Committee in the Meeting held on 30th May, 2023 has approved an amount of Rs. 27.32 Lakhs to be spent towards the CSR Obligations for FY 2023-24. However, during the FY 2023-24, the said amount was not spent.

Hence in accordance with Section 135 (6) of the Companies Act, 2013 this CSR unspent amount was transferred to a Special Bank Account which was opened at The Federal Bank Limited on 1st May, 2024. This Unspent CSR Amount transferred to the above bank account is required to be spent by the company in pursuance of its On-going Projects towards the Corporate Social Responsibility Policy within a period of three financial years (3) from the date of such transfer i.e on or before i.e 31st March, 2027.

During the year, **One (1)** meeting of the CSR committee was held on 14th February 2026.

The CSR Committee as on 31st March, 2026 comprises of Mr. Krishna Prasad Gondi, Chairman, Mr. Thagirisa Seetha Ramanjaneyulu, Member; Mr. Sivaram Prasad Jetty, Member; Mr. Jasti Seshagiri Rao, Member and Mr. Jasti Venkata Krishna, Member.

All the Members including the Chairman of the Committee had attended above mentioned CSR meeting constituting the presence of full quorum in the said meeting.

Please refer to **Annexure-B** to the Board's Report for the Annual Report on CSR activities.

12. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975 in respect of employees of the Company and Directors is annexed herewith as **Annexure-C**.

13. WEB-ADDRESS OF ANNUAL RETURN:

Web-address of the Annual Return pursuant to sub-section (3) of Section 92 is updated in the website of the Company. Link for the Annual Return is http://www.keerthiindustries.com/annual-Return-Section.html.

14. RELATED PARTY TRANSACTIONS:

All related party transactions were placed before the Audit Committee for approval. Prior Omnibus Approval of the Audit Committee was obtained for the transactions which are foreseen and are repetitive in nature. The related party transactions entered into by the Company are reviewed by the Independent Chartered Accountants to confirm that they were in the ordinary course of business and on Arm's length basis. Form AOC-2 forms part of the Board report. There are no materially significant related party transactions during the year which may have a potential conflict with the interest of the Company at large.

Related party transactions as required under the Indian Accounting Standards are disclosed in Notes to the financial statements of the Company for the financial year ended 31st March, 2026.

The Related Party Transaction Policy was updated and approved by the Board in the meeting held on 14th February, 2026 and is available on the Company's website at http://www.keerthiindustries.com/policys.html.

15. HOLDING, SUBSIDIARY/ASSOCIATE COMPANIES:

As on 31st March, 2026, the Company does not have any Holding Company, Subsidiary Company or Associate Company.

16. CORPORATE GOVERNANCE REPORT:

The Corporate Governance Report together with the Certificate from the Practicing Company Secretary of the Company regarding compliance with the requirements of Corporate Governance as stipulated SEBI (LODR) Regulations, 2015 is appended as **Annexure D** to this Report.

17. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion and Analysis Report highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns, etc., is provided separately in the Annual Report and forms part of this Board Report.

18. VIGIL MECHANISM / WHISTLE-BLOWER POLICY:

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has established a robust Vigil Mechanism and a whistle-blower policy in accordance with provisions of the Act and Listing Regulations. Under the whistle-blower policy, employees are free to report any improper activity resulting in violation of laws, rules, regulations or code of conduct by any of the employees to the Competent Authority or Chairman of the Audit Committee, as the case may be. Any complaint received is reviewed by the Competent Authority or Chairman of the Audit Committee as the case may be. No employee has been denied access to the Audit Committee.

The policy on Vigil Mechanism/Whistle-Blower can be accessed on the Company's website at: http://www.keerthiindustries.com/policys.html.

19. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board & to the Chairperson & Managing Director.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

20. INTERNAL FINANCIAL CONTROL:

The Company has in place adequate internal financial control commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring proper 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. The Company has adopted accounting policies which are in line with the Accounting Standards and the Act. These are in accordance with generally accepted accounting principles in India. The Company has a robust financial closure, certification mechanism for certifying adherence to various accounting policies, accuracy of provisions and other estimates.

21. HEALTH AND SAFETY/ INDUSTRIAL RELATIONS:

The company continues to accord high priority to health and safety of employees at manufacturing locations. During the year under review, the company conducted safety training programs for increasing disaster preparedness and awareness among all employees at the Head office and the cement plants. Training programs and mock drills for safety awareness were also conducted for all employees. Safety Day was observed with safety competition programs with aim to imbibe safety awareness among the employees at the Head office and the cement plants. During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

22. OTHER INFORMATION:

i. Slump Sale:

During the year under review, the Board of Directors at their meeting held on 29th May, 2025 had approved the sale and divestment of Company's Electronics Division business of manufacturing, designing, developing, marketing, selling and engineering of Printed Circuit Boards (PCB's) including the trademarks, copyrights, licenses and other intellectual properties and identified assets and contracts associated with the business, as a going concern on slump sale basis to Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited) by entering into a Business Transfer Agreement (BTA) which was subsequently approved by the shareholders of the Company through postal ballot on 10th July, 2025 by a Special resolution.

The slump sale of the Electronics Division was a strategic initiative aligned with Keerthi Industries Limited long-term objectives of financial prudence, operational efficiency, and shareholder value creation. The proceeds from the slump sale was utilized to substantially repay the liabilities, thereby reducing the overall debt and provide additional liquidity. The above transaction was classified as a Related Party Transaction under Section 2 (76)(iv) of the Related Party definition under the Companies Act, 2013 and the sale and transfer of the Electronics Business had been undertaken on Arm's length basis as per the Independent Valuation Report dated 29th May, 2025.

As per the provisions of Section 188(1)(b) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the above transaction was classified as a Material Related Party Transaction which was approved by the Board on 29th May, 2025 and subsequently by the shareholders of the Company through postal ballot on 10th July, 2025 by an Ordinary resolution.

ii. Transfer of Unpaid Dividend and Corresponding Shares to the Investor Education and Protection Fund (IEPF) Authority:

During the year under review, the Final Dividend declared for the financial year 2017-18, which has remained unclaimed for a period of seven years is required to be credited to the IEPF pursuant to the provisions of Section 124(5), 124(6) and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended. The corresponding shares on which dividends were unclaimed for seven consecutive years was also required to be transferred as per the procedure set out in the Rules. There has been an inadvertent delay in the same and the company has taken all the necessary steps related to the transfer of the said amount and shares to the IEPF which was completed subsequently.

Also, the Final Dividend declared for the financial year 2018-19 which has remained unclaimed for a period of seven years along with the corresponding shares on which dividends were unclaimed for seven consecutive years is also required to be transferred to the IEPF authority as per the said provisions, the company is in the process of transferring the same.

iii. Particulars of Loans, Guarantees or Investments:

The company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013 during the year under review.

iv. Reporting of Frauds:

There have been no instances of fraud reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

v. Public Deposits:

The Company has not accepted any deposits within the meaning of Section 73 or 74 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

vi. Dematerialization of Shares:

The Equity Shares of your Company have been admitted by CDSL/ NSDL for dematerialization. In response to the compliance with SEBI Circular SEBI/ HO/ MIRSD/ DOP1/ CIR/ P/ 2018/73 dated 20th April, 2018, the company had issued reminders to all the Shareholders whose shares are in physical mode and requested them to dematerialize their shares. The Board pleased to inform that in compliance with Regulation 39 of the SEBI (LODR), Regulation, 2015 entered with Bombay Stock Exchange Limited, the unclaimed equity shares were dematerialized and the same are lying in the DEMAT suspense account. Shareholders are requested to claim their shares in DEMAT form by submitting their claims to the Company / RTA.

vii. Risk management:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 21 of the Listing Regulation, the company has constituted a risk management committee in its Board Meeting held on 29th May, 2015. The details of the committee and its terms of reference are set out in the Corporate governance report forming part of the Boards report. At present the company has not identified any element of risk which may threaten the existence of the company.

viii. Significant & material orders passed by the regulators or courts or tribunals impacting the going concern status of the company:

During the period under review, there are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

ix. Change in the Nature of Business:

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

x. Compliance with the Secretarial Standards:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

xi. Other Confirmations:

There is no application/proceeding pending under the Insolvency and Bankruptcy Code, 2016 and there are no application/proceedings during the year under review. Further, there are no instances of one time settlement with any Bank or Financial Institutions.

23. ACKNOWLEDGEMENTS:

Your Directors are thankful to Company's employees for their dedicated service and firm commitment to pursuing the goals and Vision of the Company. Your Board also wishes to express its appreciation for the continued support of Axis Bank Limited and acknowledge with gratitude the help extended by the Central Government and Government of Telangana & Andhra Pradesh. Your directors also wish to place on record their appreciation of the services rendered and co-operation extended by the Dealers, Customers and other concerned.

By Order of the Board of Directors
For Keerthi Industries Limited

Place: Hyderabad
Date: 14.08.2026

Triveni Jasti
Executive Chairperson &
Whole Time Director
DIN: 00029107

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain Arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	N.A
c)	Duration of the contracts/arrangements/transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions'	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related parties	Keerthi Industries Limited Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited)
b)	Nature of relationship	Enterprise wherein the Buyer and Seller have joint control
c)	Nature of contracts/arrangements/transaction	Slump Sale
d)	Duration of the contracts/arrangements/ transaction	--
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	The slump sale of the Electronics Division was a strategic initiative aligned with Keerthi Industries Limited's long-term objectives of financial prudence, operational efficiency, and shareholder value creation. The proceeds from the slump sale would be utilized to substantially repay these liabilities, thereby reducing the overall debt burden. The consideration towards the slump sale was Rs. 36 Crores.
f)	Date of approval by the Board	29th May, 2025
g)	Date of approval by the Shareholders	10th July, 2025
h)	Amount paid as advances, if any	--

By Order of the Board of Directors
For Keerthi Industries Limited

Place: Hyderabad
Date: 14.08.2026

Triveni Jasti
Executive Chairperson & Whole Time Director
DIN: 00029107

Annexure – A

MR -3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To
The Members,
M/s. Keerthi Industries Limited,
Hyderabad.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions of the Acts, Rules and regulations as mentioned below and the adherence to good corporate practices by **M/s. Keerthi Industries Limited** (herein called 'the Company') for the financial year 2025-26. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

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

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Keerthi Industries Limited ('the Company') for the financial year ended on March 31, 2026 ("Audit Period") according to the provisions of:

  1.1. The Companies Act, 2013 (the Act) and the rules made thereunder as applicable;

  1.2. The Securities Contract (Regulation) Act, 1956 ('SCRA") and the rules made thereunder;

  1.3. The Depositories Act, 1956 and the Regulations and the Bye-laws framed thereunder;

  1.4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

  1.5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

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

    1.5.2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;

    1.5.3. 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;

    1.5.4. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Listing Agreement entered with BSE Limited;

  1.6. The Secretarial Standards on the Meetings of the Board of Directors, Committees and General Meetings issued by the Institute of Company Secretaries of India.

- We report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following:

  i. The company delayed transfer of unpaid/ unclaimed dividend pertaining to FY 2017-18 to the Investor Education and Protection Fund (IEPF). The transfer, required to be made pursuant to Section 124(5) of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 on expiry of seven years from the date of transfer to the Unpaid Dividend Account, was made on 27th May, 2026.

  ii. The Company had delayed submission of the Shareholding Pattern for the quarter ended 30th June, 2025 under Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this regard, an email advisory was received from BSE Limited. Subsequently, the Company submitted the Shareholding Pattern on 23rd July, 2025 upon receipt of the said communication. The delay was stated to be inadvertent and the Company has thereafter complied with the requirement. No fine or penal action was levied by BSE Limited in this matter.

- We further report that having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the Mines and

Minerals (Development and Regulation) Act, 1957 and Rules thereunder and The Cement Control Order, 1967 which are specifically applicable to the Company.

- We further report that:

  1.1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors during the period under review is in compliance with the provisions of the Act.

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

  1.3. Decisions at the meetings of the Board of Directors and Committees of the Board of the Company were taken unanimously. There were no dissenting views of members of the Board at any Board / Committee meeting held during the financial year.

  1.4. Majority decision is carried through as informed by the Company.

- As per our Audit and the explanation provided by the management, it is to be noted that for the Audit Period the following Acts/ Regulations are not applicable to the Company:

  1.1. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

  1.2. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  1.3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

  1.4. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

  1.5. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

- 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 the following specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

  During the year under review, the Board of Directors approved the sale and transfer of the Electronics Business undertaking of the Company to Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited), a related party of the Company, on a slump sale basis under Section 2(42C) of the Income-tax Act, 1961, pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proposed transaction involved transfer of the Electronics Business as a going concern, together with related assets, liabilities, employees, licenses, approvals and contracts, for a consideration of INR 36 Crores, excluding applicable taxes and subject to customary post-closing adjustments based on locked box accounts as of 31st March, 2025, through execution of a Business Transfer Agreement and other ancillary agreements.

For VCSR & Associates
Company Secretaries

Sd/-
(Ch Veeranjaneyulu)
Partner
CP No. 6392, M No. F6121
Peer review No: 6686/2025
UDIN: F006121H001113535

Place: Hyderabad
Date : 14.08.2026

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

'(Annexure)'

To

The Members

M/s. Keerthi Industries Limited

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

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

For VCSR & Associates
Company Secretaries

Sd/-
(Ch Veeranjaneyulu)
Partner
CP No. 6392, M No. F6121
Peer review No: 6686/2025
UDIN: F006121H001113535

Place: Hyderabad
Date: 14.08.2026

Annexure – B

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2025-26

1. Brief outline on CSR Policy of the Company

VISION:

In alignment with vision of the company, Keerthi Industries Limited, through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community in fulfillment of its role as a Socially Responsible Corporate, with environmental concern.

OBJECTIVE:

i) Ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.

ii) To directly or indirectly take up programs that benefit the communities in & around its Work Centre and results, over a period of time, in enhancing the quality of life, health and economic wellbeing of the local people.

iii) To generate, through its CSR initiatives, a goodwill for Keerthi and help reinforce a positive & socially responsible image of Keerthi as a corporate entity.

2. Composition of CSR Committee as on 31st March, 2026

Sl. No.	Name of the Committee members	Designation / Category of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
(i)	Mr. Krishna Prasad Gondi	Chairman (Non-executive Independent Director)	1	1
(ii)	Mr. Thagirisa Seetha Ramanjaneyulu	Member (Non-executive Independent Director)	1	1
(iii)	Mr. Sivaram Prasad Jetty	Member (Non-executive Independent Director)	1	1
(iv)	Mr. Seshagiri Rao Jasti	Member Executive Director	1	1
(v)	Mr. Jasti Venkata Krishna	Member Non-executive Director	1	1

The CSR Committee Meeting was held on 14th February, 2026. All the members were present constituting full quorum in the said meeting.

A.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:	http://www.keerthiindustries.com/Corporate-Social-Responsibility.html
B.	Provide the executive summary of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable.	Not Applicable
C.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	--
D.	Average net profit of the company as per section 135(5)	Not Applicable

E.

a.	Two percent of average net profit of the Company as per section 135(5):	NIL
b.	Surplus arising out of the CSR projects/ programs or activities of the previous financial years:	NIL
c.	Amount required to be set off for the financial year, if any:	NIL
d.	Total CSR obligation for the financial year 2025-26: (a+b-c)	NIL

(a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Lakhs)	Amount Unspent (in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil	Rs. 27.32	1st May, 2024	N.A.	N.A.	N.A.

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (Rs. in Lakhs)	Amount spent in the current financial Year (in lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Rs. in lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Sports Training and coaching provided to aspirants	VII	Yes	Telangana	Rang Reddy District, Hyderabad	On going	20.00	Nil	20.00	Yes	Chetan Anand Badminton Formation	CSR00019120
2.	Construction and Development of ZPHS school located at Suryapet, Telangana	X	Yes	Telangana	Suryapet	On going	7.32	Nil	7.32	Yes	-	-
	Total						**27.32**	**Nil**	**27.32**			

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	Location of the project		Amount spent for the project (in lakhs)	Mode of Implementation - Direct (Yes/No).	Mode of implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
-	-	-	-	-	-	-	-	-	-
	Total					-			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): NIL

(g) Excess amount for set off, if any: NIL

Sl. No	Particular	Amount (Rs. In Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	Section 135(1) is not applicable to the Company.
(ii)	Total amount spent in the Financial Year	NIL
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

F. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

G. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: N.A.

H. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not applicable. The Company has transferred the amount unspent to the Unspent CSR account, in terms of Section 135(6) of the said Act. The CSR Committee noted that in the Meeting held on 30.05.2023 an amount of Rs. 27.32 Lakhs was required to be spent towards the CSR Obligations for FY 2023-24. However, during the year 2023-24 the said amount was not spent. Hence in accordance with Section 135 (6) of the Companies Act, 2013 this CSR unspent amount was transferred to a Special Bank Account which was opened at The Federal Bank Limited on 01.05.2024 which is required to be spent by the Company in pursuance of its on-going projects towards the CSR policy within a period of three (3) financial years from the date of such transfer i.e. on or before 31st March, 2027.

We hereby confirm that the implementation and monitoring of CSR Policy, as well as compliance with CSR objectives, is in letter and spirit in accordance with the Companies Act, 2013 and the CSR Policy of the Company.

	Sd/-	**Sd/-**
Place: Hyderabad	**J.S. Rao**	**Krishna Prasad Gondi**
Date: 14.02.2026	**(Managing Director)**	**(Chairman CSR Committee)**

Annexure – C

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details of remuneration during the year 2025-26 as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26:

S. No.	Name of the Directors	Designation	Ratio of the remuneration to the median remuneration of the employees
1.	Mrs. Triveni Jasti	Executive Chairperson	26.04:1
2.	Mr. Seshagiri Rao Jasti	Managing Director	26.04:1
3.	Mr. Venkata Krishna Jasti	Non-Executive Director	NIL
4.	Mr. Sivaram Prasad Jetty	Independent Director	NIL
5.	Mr. Krishna Prasad Gondi	Independent Director	NIL
6.	Mr. Seetha Thagirisa Ramanjaneyulu	Independent Director	NIL
7.	Mr. Ramakrishna Prasad Musunuri	Independent Director	NIL

Non-Executive Directors are withdrawing Seating Fee in respect of attending Board meetings. No other remuneration is paid to them.

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S. No.	Name of the Directors & KMP	Designation	% increase in remuneration
1.	Mrs. Triveni Jasti	Managing Director	3.33%
2.	Mr. Seshagiri Rao Jasti	Executive Chairperson	3.33%
3.	Mr. Sivaram Prasad Jetty	Independent Director	NIL
4.	Mr. Krishna Prasad Gondi	Independent Director	NIL
5.	Mr. Seetha Thagirisa Ramanjaneyulu	Independent Director	NIL
6.	Mr. Ramakrishna Prasad Musunuri	Independent Director	NIL
7.	Mr. Venkata Krishna Jasti	Non-Executive Director	NIL
8.	Mr. P. V. Subba Rao	Chief Financial Officer	3.35%
9.	Ms. Ashdeep Kaur**	Company Secretary	8.86%
10.	Ms. Anupama Iyer*	Company Secretary	NIL

*w.e.f. 13th November, 2025

** upto 31st October, 2025

(iii) The percentage increase in the median remuneration of employees in the financial year: 11.61 %

(iv) The number of permanent employees on the rolls of company: 294

(v) Average increase in the salaries of employees is 12.92% other than managerial personnel during the financial year 2025-26 while it was 2.45 % in the previous year 2024-25.

The increment in salaries of the employees is in line with the increment in the Managerial Remuneration as compared to other organisation of same sector and scale of business.

(vi) The remuneration paid to the Key Managerial personnel is in accordance with the remuneration policy of the Company.

Annexure – D

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

At Keerthi Industries Limited, Corporate Governance is a fundamental part of the way we conduct our business. We believe that effective Corporate Governance is built on strong management practices, compliance with applicable laws and regulations, and a commitment to transparency, accountability, and ethical business conduct.

The Company places strong emphasis on values such as employee empowerment and integrity, the safety and well-being of employees and communities surrounding its plants, transparency in decision-making, fair and ethical dealings with all stakeholders, environmental responsibility, and accountability towards all stakeholders. The Company's Corporate Governance philosophy is further reinforced through the Keerthi Industries Limited Business Practices and the Code of Corporate Disclosure Practices.

II. BOARD OF DIRECTORS:

a) As on 31st March, 2026, The Board of Directors comprises of **7 (seven)** Members including **4 (four)** Non-Executive Independent Directors, **2 (two)** Promoter Executive Directors, and **1 (one)** Promoter Non-Executive Director. The composition of the Board is in compliance with the requirements of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

b) The Board comprises of professionals with diverse expertise in areas such as corporate governance, cement industry, legal and regulatory compliance, finance, and accounting. It has an appropriate balance of Executive, Non-executive and Independent Directors, ensuring effective oversight, maintaining independence, and clearly distinguishing between the functions of governance and management.

c) The details of the composition of the Board of Directors, their attendance at Board Meetings, Annual General Meeting (AGM), as well as the directorships, committee chairmanships, and memberships held by them during the year, are stated below:

Sl. No.	Name of the Directors	Category Particulars	Attendance Particulars			No. of other Directorship and Committee Memberships / Chairmanships			Name of the Listed Companies where Company's Director is also a Director	
			Board Meetings		Last AGM held on 24.09.2025	*Other Directorships	**Committee Memberships	***Committee Chairmanships	Name of Listed Company	Category of Directorship
			Held	Attended						
1.	Mrs. Triveni Jasti	Executive Chairperson & Whole Time Director	6	6	YES	5	0	0	-	-
2.	Mr. J. S. Rao	Managing Director	6	6	YES	7	1	0	Kakatiya Cement Sugar and Industries Limited	NIDNED##
3.	Mr. J. Sivaram Prasad	Independent Director	6	4	YES	8	1	0	-	-
4.	Mr. Krishna Prasad Gondi	Independent Director	6	4	YES	2	0	0	-	-
5.	Mr. Thagirisa Seetha Ramanjaneyulu	Independent Director	6	6	YES	0	0	0	-	-
6.	Mr. Ramakrishna Prasad Musunuri	Independent Director	6	5	YES	10	2	2	Divyashakti Limited	IDNED###
7.	Mr. J. Venkata Krishna	Non-executive Director	6	6	YES	2	0	0	-	-

* Other Directorship-includes both private and public limited Companies.

**Committee Membership- Only in Audit Committee and Stakeholders' Relationship Committee.

***Committee Chairmanship- Only in Audit Committee and Stakeholders' Relationship Committee.

Non-Independent Non- Executive Director

Independent Non- Executive Director

d) **Board Meetings:**

The Board of Directors met **Six (6)** times during the year on 29th May, 2025, 11th August, 2025, 31st October, 2025, 13th November, 2025, 14th February, 2026 and 28th March, 2026. The maximum gap between any two meetings did not exceed 120 days.

e) **Pecuniary relationship or transaction of the Non-executive Directors vis-à-vis the company:**

None of the Non-executive Directors have any pecuniary relationship or transactions with the company except Mr. Venkata Krishna Jasti, Non-Executive Director who is also a Promoter Shareholder of the Company holding 1.09% of the Shareholding of the Company.

f) **Familiarization Programs for the Independent Directors:**

The Company conducts Familiarization Programs for its Independent Directors to help them gain a clear understanding of the Company, its management, operations, and the industry in which it operates. These programs enable the Independent Directors to better understand their roles, rights, and responsibilities.

The Independent Directors are provided with opportunities to interact with the Senior Management Personnel and are given access to relevant documents and information required by them to develop a comprehensive understanding of the Company and its various business operations.

Details of the Familiarization Programs conducted for the Independent Directors are available on the Company's website and can be accessed at the following link at: http://www.keerthiindustries.com/policys.html

g) **Core skills/ expertise/ competencies of Board of Directors:**

The brief profiles of the Directors, as provided in the Annual Report, offer an overview of their education, expertise, skills, and experience. In accordance with the requirements of the Listing Regulations, the Board has identified the following core skills, expertise, and competencies of the Directors in the context of the Company's business and its effective functioning:

Name of the Directors	Industry knowledge and experience	Governance Practices	General Management	Risk Management	Financial Management
Mrs. Triveni Jasti	✓	✓	✓	✓	✓
Mr. Seshagiri Rao Jasti	✓	✓	✓	✓	✓
Mr. Krishna Prasad Gondi	✓	✓	✓	✓	✓
Mr. Thagirisa Seetha Ramanjaneyulu	✓	✓	✓	✓	✓
Mr. Sivaram Prasad Jetty	✓	✓	✓	✓	✓
Mr. Ramakrishna Prasad Musunuri	✓	✓	✓	✓	✓
Mr. Venkata Krishna Jasti	✓	✓	✓	✓	✓

h) **Confirmation of Independence:**

All the Independent Directors of the Company are eminent professionals with extensive experience in their respective fields of expertise. The Independent Directors have been issued formal letters of appointment, and the terms and conditions of their appointment have also been disclosed on the Company's website.

The Independent Directors have provided declarations to the Company confirming their independence, enabling the Board to determine its composition as envisaged under Regulation 17 of the Listing Regulations and further confirming compliance with Section 149(6), 149(7) of the Companies Act, 2013 and Regulation 16 and 25(8) of the Listing Regulations.

Further, the Board, after taking these declarations and disclosures on record and being satisfied with their accuracy, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to serve as the Independent Directors of the Company. The Board also confirmed that they are independent of the Company's management.

III. BOARD COMMITTEES:

Currently, the Company has the following Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. The Board determines the terms of reference for each of these Committees. The minutes of Committee meetings are placed before the Board for the purpose of noting. The details regarding the composition, terms of reference, number of meetings held, attendance, and other related information of these Committees are provided below:

a) AUDIT COMMITTEE:

i. The terms of reference of the Audit Committee are in accordance with and cover all the matters specified under Section 177 of the Act and Regulation 18 of the Listing Regulations read with Part C of Schedule II of the Listing Regulations and, inter-alia, include the following:

- Overseeing the financial reporting process and disclosure of financial information.
- Recommending the appointment / re-appointment of statutory auditors and fixation of the audit fees.
- Reviewing the financial statements before submission to the Board.
- Reviewing the adequacy of the internal control system, findings of internal audit, whistle blower mechanism, related party transactions, and scrutiny of inter-corporate loans and investments.
- Approving and reviewing related party transactions.
- Valuation of assets/undertakings of the Company and appointment of registered valuers.
- Reviewing the compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, etc., and

ii. The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of section 177(4) of the Companies Act 2013 and Regulation 18 of the Listing Regulation relating to the composition of the Audit Committee. During the financial year 2025-2026, **Five (5)** meetings of the Audit Committee were held on 29th May, 2025, 11th August, 2025, 13th November, 2025, 14th February, 2026 and 28th March, 2026. The details of the composition of the Audit Committee and attendance of these members at the meetings are given below:

Name of Committee Members	Designation	Category	No. of Meetings Attended
Mr. Sivaram Prasad Jetty	Chairperson	NED (I)	4
Mr. Ramakrishna Prasad Musunuri	Member	NED (I)	5
Mr. Krishna Prasad Gondi	Member	NED (I)	5
Mr. Thagirisa Seetha Ramanjaneyulu	Member	NED (I)	5
Mr. Seshagiri Rao Jasti	Member	ED (P)	5
Mr. Venkata Krishna Jasti	Member	NED (P)	5

NED (I) - Non-Executive Director (Independent Category)

NED (P) - Non-Executive Director (Promoter Category)

ED (P) - Executive Director (Promoter Category)

b) NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of the Nomination & Remuneration Committee are in accordance with and cover all the matters specified under Section 178 of the Act and Regulation 19 of the Listing Regulations read with Part D of Schedule II of the Listing Regulations and inter alia include:

- To formulate the criteria for appointment of Directors/Senior Management including determining qualifications, positive attributes and independence of Directors.
- Recommend the remuneration and periodic increments of the Managing/Whole-time Director(s) and determine the annual incentive of the Managing/ Whole-time Director(s).
- Formulate, implement, administer and superintend the Employee Stock Option Plan/Scheme(s) of the Company.
- Devise policy on Board diversity.
- Formulate criteria for evaluation of Independent Directors/Board.
- Recommend the Remuneration policy to the Board.
- Recommend to the Board, all remuneration in whatever form, payable to the Senior Management etc.

The committee met **Two (2)** times on 11th August, 2025 and 13th November, 2025 during the financial year ended 31st March, 2026. The details of composition and attendance record of the members at the meeting were as follows:

Name	Designation	Category	No. of Meetings Attended
Mr. Ramakrishna Prasad Musunuri	Chairperson	NED (I)	2
Mr. Thagirisa Seetha Ramanjaneyulu	Member	NED (I)	2
Mr. Sivaram Prasad Jetty	Member	NED (I)	2
Mr. Venkata Krishna Jasti	Member	NED (P)	2
Mr. Krishna Prasad Gondi	Member	NED (I)	2

NED (I) - Non-Executive Director (Independent Category)

NED (P) - Non-Executive Director (Promoter Category)

Performance evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations the Board has carried out the annual evaluation of (i) its own performance; (ii) Individual Directors Performance (Including Independent Directors) and (iii) Performance of all committees of the Board for the Financial Year 2025-26. The performance evaluation of the Independent Directors was carried out by the entire Board.

Further, the evaluation process confirms that the Board and its Committees continue to operate effectively and the performance of the Directors and Chairperson is satisfactory.

c) STAKEHOLDERS RELATIONSHIP COMMITTEE:

i. The terms of reference of the Stakeholders Relationship Committee are in accordance with and cover all the matters specified under Section 178 of the Act and Regulation 20 of the Listing Regulations read with Part D of Schedule II of the Listing Regulations, and inter-alia include:

- Formulation of investor servicing policies.
- Review and redressal of investor complaints.
- Approval/overseeing of transfers, transmissions, transpositions, splitting, consolidation of securities, issue of new/ duplicate certificates, Demat/Remat requests, administering the unclaimed shares suspense account.
- Allotment of shares on exercise of Options by employees under the Employees Stock Option Scheme/ Plan; and
- Performing other functions as delegated to it by the Board from time to time.

ii. The committee met **Once (1)** on 14th February, 2026 during the financial year ended 31st March, 2026. The details of composition and attendance record of the members at the meeting were as follows:

Name	Designation	Category	No. of Meetings
Mr. Thagirisa Seetha Ramanjaneyulu	Chairperson	NED (I)	1
Mr. Seshagiri Rao Jasti	Member	ED (P)	1
Mrs. Triveni Jasti	Member	ED (P)	0
Mr. Venkata Krishna Jasti	Member	NED (P)	1
Mr. Ramakrishna Prasad Musunuri	Member	NED (I)	1

NED (I) - Non-Executive Director (Independent Category)

NED (P) - Non-Executive Director (Promoter Category)

ED (P) - Executive Director (Promoter Category)

- The Shareholders are requested to note that in compliance with the modified guidelines for share transfers under corporate governance rules, the routine transfer of physical shares of the Company has been delegated to XL Softech systems Ltd (RTA) and the share transfers have been completing within 30 days from the date of receipt of the valid transfer deeds. The other investor related complaints is reported to the Stakeholder's Relationship Committee.
- The Shareholders are requested to note that the Company has published two newspaper advertisements regarding the re-lodgement of transfer requests for physical shares, in accordance with SEBI circulars.

The advertisements informed shareholders about a special window for re-lodgement of transfer requests of physical shares prior to 1st April, 2019 which were rejected/returned due to deficiency in the documents starting from 7th July, 2025 till 6th January, 2026. Another special window has been provided for the transfer and dematerialization ("demat") of physical shares which were sold/purchased prior to 1st April, 2019 from 5th February, 2026 to 4th February, 2027.

- During the year under review, the Final Dividend declared for the financial year 2017-18, which has remained unclaimed for a period of seven years was required to be credited to the IEPF pursuant to the provisions of Section 124(5), 124(6) and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended. The corresponding shares on which dividends were unclaimed for seven consecutive years were also required to be transferred as per the procedure set out in the Rules. There has been an inadvertent delay in the same. The company has taken all the necessary steps related to the transfer of the said amount and shares to the IEPF which was completed subsequently.
- Ms. Anupama Iyer is the Company Secretary & Compliance Officer of the Company and acts as a Secretary to the Committee.

  The Company has designated an exclusive e-mail ID kilinvestorservices@gmail.com for redressal of shareholders' complaints/grievances which is handled by the Compliance Officer.

iii. During the year, the Company received One (1) complaint from a shareholder which were duly resolved by the Company. No complaints remained outstanding as at the end of the financial year.

d) CORPORATE SOCIAL RESPONSIBILTY (CSR) COMMITTEE:

The terms of reference of the Corporate Social Responsibility & Sustainability Committee includes all the matters as specified in Section 135 of Act and inter alia, includes:

a) To formulate and recommend to the Board, a Corporate Social Responsibility and Sustainability Policy, which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII, and the business responsibility and sustainability policies of the Company;

b) To recommend the amount of expenditure to be incurred on the activities referred in clause (a); and

c) To Monitor the Corporate Social Responsibility and Sustainability Policy, the business responsibility and sustainability Policy of the company from time to time."

The committee met **Once (1)** during the year on 14th February, 2026 in the FY 2025-26. The details of composition and attendance record of the members at the meeting were as follows:

Name	Designation	Category	No. of Meetings
Mr. Krishna Prasad Gondi	Chairman	NED (I)	1
Mr. Thagirisa Seetha Ramanjaneyulu	Member	NED (I)	1
Mr. Sivaram Prasad Jetty	Member	NED (I)	1
Mr. Seshagiri Rao Jasti	Member	ED (P)	1
Mr. Jasti Venkata Krishna	Member	NED (P)	1

NED (I) - Non-Executive Director (Independent Category)

NED (P) - Non-Executive Director (Promoter Category)

ED (P) - Executive Director (Promoter Category)

In pursuance to Section 135 (1) of the Companies Act, 2013, every company having net worth of rupees five hundred crore or more (Rs. 500 crore), or turnover of rupees one thousand crore or more (Rs. 1,000 crore) or a net profit of rupees five crore or more (Rs. 5 crore) during the immediately preceding financial year (2024-25) shall constitute a Corporate Social Responsibility Committee and perform the CSR Activities.

However, as the Company has not met any of the above 3 threshold, there is no CSR Obligations of the Company for the FY 2025-26. The unspent CSR amount of Rs. 27.32 Lakhs was transferred to a special bank account at Federal Bank Limited, Lakadikapool Branch on 01.05.2024. The CSR Unspent amount shall be spent by the company in pursuance of its On-going Projects towards the Corporate Social Responsibility Policy within a period of three financial years (3) from the date of such transfer failing which, the company shall transfer the same to a Fund specified in Schedule VII of the Companies Act, within a period of thirty days from the date of completion of the third financial year. In this respect, the company is required to utilize the Unspent CSR Amount on or before i.e 31st March, 2027.

The Annual Report on CSR activities carried out during the year 2025-26 is annexed in **Annexure B.**

e) **RISK MANAGEMENT COMMITTEE:**

As per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the constitution of a Risk Management Committee is mandatory only for the Top 1000 listed entities. Accordingly, it is not mandatory for the Company to constitute such a committee.

However, as a matter of good governance and compliance, of the Company has voluntarily constituted a Risk Management Committee comprising of the following members:

Name of the members	Designation	Category
Mr. Seshagiri Rao Jasti	Chairperson	ED (P)
Mr. Thagirisa Seetha Ramanjaneyulu	Member	NED (I)
Mr. Krishna Prasad Gondi	Member	NED (I)

NED (I) - Non-Executive Director (Independent Category)

ED (P) - Executive Director (Promoter Category)

Term of reference:

(a) Formulate and recommend to the Board, Risk Management Policies.

(b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) Monitor the Risk Management Policies of the company from time to time.

(d) Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

(e) Such other terms as specified in the Companies Act, 2013 and Listing Agreement or modifications made thereof and as may be delegated by the Board.

IV. SENIOR MANAGEMENT:

Particulars of Senior Management as on 31st March, 2026 are as follows:

Sr. No	Name of Employee	Designation / Core Function
1.	J. Sarada Govardhini	Chief Operating Officer
2.	K.B.V Murthy	Senior Vice President (Technical)
3.	K.V Buchi Babu	Senior General Manager (Warehouse)
4.	G. Anil Kumar	Vice President (Sales and Marketing)

V. REMUNERATION TO DIRECTORS:

a) Remuneration to Executive Directors i.e. Managing Director (MD) and Whole-time Director (WTD):

(Rs. In Lakhs)

Name of Directors	Salary	Perquisites	Stock Option	Sweat Equity	Commission	Others, please specify	Total
Mr. J. S. Rao	120.00	-	-	-	-	-	120.00
Mrs. J. Triveni	120.00	-	-	-	-	-	120.00

b) Remuneration to Non-Executive directors:

Sl. No	Particulars of Remuneration	Name of Directors					Total Amount in (Rs.)
		Sivaram Prasad Jetty Independent Director	Ramakrishna Prasad Musunuri, Independent Director	Thagirisa Seetha Ramanjaneyulu, Independent Director	Krishna Prasad Gondi, Independent Director	Venkata Krishna Jasti, Non-executive Director	
1	**Independent Directors**						
	Fee for attending board /committee meetings	60,000	72,500	85,000	62,500	-	**2,80,000**
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	**60,000**	**72,500**	**85,000**	**62,500**	**-**	**2,80,000**
2	**Other Non-Executive Directors**						
	Fee for attending board /committee meetings	-	-	-	-	82,500	**82,500**
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**82,500**	**82,500**
	Total Remuneration (1+2)	**60,000**	**72,500**	**85,000**	**62,500**	**82,500**	**3,62,500**

VI. GENERAL BODY MEETING:

a) Annual General Meetings:

Financial Year	Date	Time	Venue/ Mode/ Location	Special Resolution passed in the AGM
2024-25	24th September, 2025	11:00 A.M.	Video Conferencing Mode	None of the business transacted required a special resolution.
2023-24	5th August, 2024	11:00 A.M.	Video Conferencing Mode	1. Appointment of Mr. Seetha Ramanjaneyulu Thagirisa (DIN: 10640532) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 26th May, 2024. 2. Appointment of Mr. Krishna Prasad Gondi (DIN: 00020179) as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 7th July, 2024.
2022-23	25th September, 2023	11:30 A.M.	Video Conferencing Mode	Continuation of Mr. J. S. Rao as the Managing director (DIN: 00029090) of the Company even after attaining the age of 70 years.

b) Postal Ballot:

During the year under review 2025-26, **One (1)** Postal Ballot was conducted in pursuance to the provisions of Section 110 and other applicable provisions, if any, the Act, read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Listing Regulations, the Members of the Company had passed Special Resolution and Ordinary Resolution respectively through postal ballot via remote e-voting facility on 10th July, 2025, for approval of the following:

i. Approval for Slump Sale of the electronics business under Section 180(1)(a) of the Companies act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

ii. Approval for entering into material related party transaction with Keerthi Holdings Private Limited (Formerly known as Hyderabad Bottling Co. Private Limited), (for sale of electronics business) under Section 188(1)(b) of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board had appointed VCSR & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The remote e-voting commenced from 11th June, 2025 to 10th July, 2025. The resolutions were said to be passed by the requisite majority on 10th July, 2025.

VII. MEANS OF COMMUNICATION:

The quarterly, half yearly and yearly financial results were intimated to the Bombay Stock Exchange immediately after the Board approves the same and are also published in 'The Financial Express', English newspaper and 'Ninadam Hyderabad', vernacular newspaper. The same is also uploaded in the Company's website at: http://www.keerthiindustries.com/financial-results.html.

Newspaper publication with respect to Re-lodgement of transfer requests of Physical Shares in line with the SEBI Circulars and the transfer of unpaid/unclaimed dividend and corresponding equity shares on which the dividends were unclaimed for seven consecutive years to the Investor Education and Protection Fund (IEPF) Account were published in 'The Financial Express', English newspaper and 'Telugu Prabha, Hyderabad' vernacular newspaper. The same is also uploaded in the Company's website at: http://www.keerthiindustries.com/Newspaper-Publication.html.

VIII. GENERAL SHAREHOLDER INFORMATION:

Corporate Identification Number: L11100TG1982PLC003492; BSE Scrip Code: 518011

Plant Location and address for investors correspondence:

- **Plant Locations:**

Plant Locations	
Registered Office	**Cement**
Plot No. 40, IDA, Balanagar, Hyderabad, Telangana - 500037 Tel: 040-23076543	Mellacheruvu (Village & Mandal), Suryapet District, Telangana - 508246 Tel: 08683-226028

The Shareholders may correspond with the Company for the redressal of their grievances, if any, to the Registered Office of the company.

- Plot No. 40, I.D.A, Balanagar, Hyderabad- 500037.
  Tel: 040-23078748,
  E-mail ID: kilinvestorservices@gmail.com

a) Annual General Meeting:

Day, Date and Time	Thursday, 24th September, 2026 at 11.00 am
Venue/ Mode	Video Conferencing mode

b) Financial Year:

The Company follows Financial Year from 1st April to 31st March. The Current Financial Year of the Company is 1st April, 2026 to 31st March, 2027.

c) Listing on Stock Exchanges:

The Equity shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) having its registered office at Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400001; Scrip Code: 506395.

Listing Fees: Listing Fees for Financial Year 2025-26 have been paid to the Stock Exchange.

d) Market Price Data: High, Low during each month in last financial year:

Month	High	Low
April 2025	85.50	68.00
May 2025	87.99	68.01
June 2025	77.98	69.05
July 2025	78.00	68.01
August 2025	79.97	62.20
September 2025	84.87	66.00
October 2025	74.90	65.00
November 2025	75.00	62.11
December 2025	75.00	60.60
January 2026	73.90	52.20
February 2026	63.29	52.20
March 2026	64.00	45.32

e) Registrar & Share Transfer Agent:

M/s. XL Softech Systems Limited,
Plot No. 3, Sagar Society, Road No.2,
Banjara Hills, Hyderabad –500034, Tel: 040-23545913, 14.
Email: xlfield@gmail.com

f) Share Transfer System:

Share transfer, transmission, issue of duplicate share certificate and claim of unclaimed shares are done via demat mode through the depositories with no involvement of the Company.

g) Shareholding Pattern as on 31st March, 2026:

Category of Shareholders	No. of Shares Held	Percentage as a total no. of Shareholding
Promoter and Promoter group	53,85,951	67.18
Public Institutions	3,324	0.04
Body Corporates	84,221	1.05
Indian Public (including trusts & HUF)	24,36,691	30.40
Non-Resident Indians	1,06,551	1.33
Grand Total	**80,16,738**	**100.00**

- During the year under review, pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Mr. Seshagiri Rao Jasti transferred 3,70,000 equity share amounting to 4.61% of the share capital of the Company to Mr. Chetan Anand Buradagunta in the form of Gift on 13th May, 2025.
- During the year under review, pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Mr. Seshagiri Rao Jasti transferred 2,50,000 equity share amounting to 3.11% of the share capital of the Company to Mr. Chetan Anand Buradagunta in the form of Gift on 22nd May, 2025.

h) **Distribution of shareholding of the Company by number of shares held as on 31st March, 2026 is as follows:**

Particulars	Shareholders		Shareholding	
	Number	%	Value	%
UPTO – 5000	12149	95.90	9797610	12.22
5001 – 10000	370	2.92	2760100	3.44
10001 – 20000	88	0.69	1287760	1.61
20001 – 30000	19	0.15	469750	0.59
30001 – 40000	11	0.08	395920	0.49
40001 – 50000	07	0.06	329790	0.41
50001 – 100000	07	0.06	488490	0.61
100001 & ABOVE	18	0.14	64637960	80.63
Total	**12669**	**100.00**	**80167380**	**100.00**

i) **Dematerialization of Shares:**

The Company's equity shares are dematerialized on Central Depository Services (India) Limited (CDSL) and National Securities Depositories Limited (NSDL). The Company's ISIN is INE145L01012. As on 31st March, 2026, mode of holding shares is as under:

Mode of Holding	No. of Shares	Percentage
Demat mode	69,87,516	87.16
Physical mode	10,29,222	12.84
Total	**80,16,738**	**100.00**

j) **Outstanding GDRs/ ADRs/ Warrants or Convertible Instruments:**

No GDRs/ ADRs/Warrants have been issued by the Company or Convertible Instruments has been issued by the Company.

k) **Commodity price risk or foreign risk and hedging activities:**

The Company does not have commodity price risk nor does the Company engage in hedging activities.

IX. DISCLOSURES:

a. **Related Party Transactions (RPTs):**

There were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which was updated in line with the SEBI circular on 14th February, 2026 is disclosed on website of the Company and can be accessed through the following link: http://www.keerthiindustries.com/images/RelatedPartyTransactionPolicy2026.pdf

b. **Non-Compliances by the Company:**

During the year under review, there were no non-compliances except, there was an inadvertent delay in the transfer of unpaid dividend and corresponding shares on which dividends were unclaimed for seven consecutive years for the financial year 2017-18, to the IEPF pursuant to the provisions of Section 124(5), 124(6) and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended which was subsequently completed by the company.

c. **Vigil Mechanism and Whistle Blower Policy:**

We have established Whistle Blower policy, a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the company. It is hereby affirmed that the mechanism provides direct access to the designated Ethics Counselor /Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company and no personnel was denied access to the Audit Committee.

The policy on Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company and can be accessed through the following link: http://www.keerthiindustries.com/images/whistle-blower-policy.pdf.

d. Subsidiary Company:

The Company does not have any subsidiary Company or any material subsidiary company. Hence the requirement for framing policy for determining 'material' subsidiaries is not applicable. The disclosure for the loans and advances in which directors are interested is also not applicable to the Company.

e. Recommendations of Committees:

All the recommendations of Committees of Board of Directors were placed before and accepted by the Board.

f. Certificate of Non-Disqualification of Directors:

None of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Listing Regulations, certificate obtained from M/s. VCSR & Associates, Practicing Company Secretaries on Non-Disqualification of Directors of the Company is annexed herewith as **Annexure E**.

g. Statutory Auditor Fee:

The total fee paid/accrued by the Company to the Statutory Auditor for all the services during the Financial Year 2025-26 is Rs. 2.50 Lakhs.

h. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a policy to prevent and deal with Sexual Harassment at Workplace. During the period under review, no Complaints were received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

i. Mandatory and non-mandatory requirements:

The Company has complied with the mandatory requirements within the allowed time and adopted, to the extent practicable to adopt, non-mandatory requirements as required under the Listing Regulation.

j. Discretionary Requirements:

Most of the discretionary requirements as specified in Part E of Schedule II of the Listing Regulation, which were practicable for the company to adopt have been adopted and applied.

k. Compliances with Corporate Governance Requirements:

The Company has complied with all the compliances with corporate governance requirements specified in Regulation 17 to 27 and applicable clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulation.

l. Code of Conduct:

As required under Clause D of Schedule V of the Listing Regulation the Managing Director of the Company has furnished the requisite Certificates to the Board of Directors affirming that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Company's code of conduct. The Certificate is annexed herewith as **Annexure F**.

m. CEO/MD and CFO Certification:

As required by the Regulation 17 (8) and Part B of Schedule II of the Listing Regulation the certificate from Managing Director and CFO annexed herewith as **Annexure G**.

n. Compliance Certificate on Corporate Governance:

M/s. VCSR & Associates, Practicing Company Secretaries has certified that the company has complied with the conditions of the Corporate Governance as stipulated in Regulations 17 to 27 and other applicable provisions of Listing Regulation and The Certificate is annexed herewith as **Annexure H**.

For and on behalf of the Board
For KEERTHI INDUSTRIES LIMITED

Sd/-
Triveni Jasti
Executive Chairperson & Whole Time Director

Place: Hyderabad
Date: 14.08.2026

Annexure – E

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,

M/s. Keerthi Industries Limited,

Hyderabad.

We, M/s. VCSR & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Keerthi Industries Limited having CIN: L11100TG1982PLC003492 and registered office at Plot 40, IDA, Balanagar, Hyderabad-500037 Telangana (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 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.

S. No.	Name of the Directors	DIN	Designation
1.	Triveni Jasti	00029107	Executive Chairperson & Whole Time Director
2.	Seshagiri Rao Jasti	00029090	Managing Director
3.	Venkata Krishna Jasti	09041310	Non-executive Director
4.	Krishna Prasad Gondi	00020179	Independent Director
5.	Thagirisa Seetha Ramanjaneyulu	10640532	Independent Director
6.	Sivaram Prasad Jetty	00221271	Independent Director
7.	Ramakrishna Prasad Musunuri	01781225	Independent Director

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

For VCSR & Associates
Company Secretaries

Sd/-
Ch Veeranjaneyulu
Partner
CP NO. 6392, M No. F6121
Peer Review No: 6686/2025
UDIN: F006121H001113612

Place: Hyderabad
Date: 14.08.2026

Annexure – F

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

To,

The Members of Keerthi Industries Limited

I, Seshagiri Rao Jasti, the Managing Director of the Company hereby certify that the Board of Directors of Keerthi Industries Limited has adopted a code of conduct for the Board Members and Senior Management of the Company ("the code"). The code is available on the website of the Company at www.keerthiindustries.com

Pursuant to Clause D of Schedule V of the SEBI (LODR) Regulation, 2015, I hereby declare that all Board members and Senior Management personnel have affirmed compliance with the Code for the financial year ended 31st March, 2026.

For Keerthi Industries Limited
Sd/-
Seshagiri Rao Jasti
Managing Director

Place: Hyderabad
Date: 14.08.2026

Annexure – G

CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATION, 2015

We, Mr. J. S. Rao, Managing Director and Mr. P.V. Subba Rao, Chief Financial Offer of M/s Keerthi Industries Limited hereby certify that:

A. We have reviewed the financial statements and the cash flow statement for the FY 2025-26 and that to the best of our knowledge and belief:

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

   b. These statements together present a true and fair view of the state of affairs of the Company and are in compliance with the 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, illegal or in violation 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 have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which that are aware and the steps have been taken or proposed to be taken to rectify these deficiencies.

D. There are

   a. no significant changes in the internal controls over financial reporting during the year;

   b. no significant changes in the accounting policies during the year and the Company has adopted Indian Accounting Standard (IND-AS);

   c. no instances of significant fraud which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

E. We have fully complied with the Accounting Manual of the Company and reviewed very carefully the checklists prepared by the Company.

For Keerthi Industries Limited

Sd/-
J. S. Rao
Managing Director

Place: Hyderabad
Date: 27.05.2026

Sd/-
P.V. Subba Rao
CFO

Place: Hyderabad
Date: 27.05.2026

Annexure – H

Practicing Company Secretary's Certificate on compliance of conditions of Corporate Governance as per Regulation 34 read with Schedule V of the SEBI (LODR) Regulation, 2015

To

The Members of

M/s. Keerthi Industries Limited,

Hyderabad.

We have examined the compliance of the conditions of Corporate Governance by M/s. Keerthi Industries Limited ('the Company') for the year ended on 31st March, 2026 for the purpose of certifying compliance of conditions of Corporate Governance as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. This certificate is neither an assurance as to the further viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

On the basis of the examination of the records produced, explanations and information furnished, we certify that the Company has generally complied with the mandatory conditions of the Corporate Governance as stipulated in para C of Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For VCSR & Associates
Company Secretaries

Sd/-
(Ch. Veeranjaneyulu)
Partner
CP No. 6392, M No. F6121
Peer Review No: 6686/2025
UDIN: F006121H001113711

Place: Hyderabad
Date: 14.08.2026

INDEPENDENT AUDITOR'S REPORT

To the Members of KEERTHI INDUSTRIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **KEERTHI INDUSTRIES LIMITED** ("the company"), which comprise the Balance Sheet as of 31st March 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (herein after referred to as "the financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, the Loss and other comprehensive income, 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 Act. Our responsibilities under those standards are further described in the *Auditors responsibility for the Audit of 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 1.2 of the financial statements regarding preparation of the financial results of the Company on a going concern basis notwithstanding the fact that the Company had losses during the previous year and has continued to incur losses during the year, primarily due to lower operating volumes, prevailing industry conditions and other related factors. The current liabilities exceed current assets by Rs. 5379 Lakhs as at 31st March, 2026. Further, the Company has delayed in making payments to certain overdue creditors.

These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern.

As the management is of the opinion that the Company will be able to generate adequate cash flows and arrange necessary funding to meet its obligations as they fall due, the financial statements have been prepared on a going concern basis. Hence, no adjustments have been made to the carrying values (including adjustment on account of impairment of assets) or classification of assets and liabilities.

Our opinion is not modified in respect of this matter.

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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
Sale of Electronic Division & Discontinued Operations: During the Current Year, the Company has approved the transfer of Electronics Division business through a Business Transfer Agreement (BTA) to Keerthi Holdings Pvt. Ltd. ("Formerly known as Hyderabad Bottling Co. Pvt. Ltd.) (Related Party) as a going concern by way of slump sale. The Company has completed the transfer on 31st March 2026. Accordingly, the Electronics Division Business is presented as Discontinued operations in accordance with Ind AS 105: Non-current Assets Held for Sale and Discontinued Operations. Considering the significance of amounts and complexities involved in carving out the results of the respective businesses, we determined this to be a Key Audit Matter.	**Principal audit procedures** Our procedures in relation to Asset held for sale and Discontinued operations include the following: We read the minutes of meetings of Board of directors and Shareholders Extraordinary General Meeting and evaluation of the terms and conditions with respect to sale of Electronic Division and related agreements. We verified the analysis prepared by the Company for the amounts to be disclosed as discontinued operations in the statement of profit and loss for the current and previous years. We assessed the adequacy of the disclosures in note 42 of financial statements in accordance with the requirements of Ind AS 105: Non-Current Assets Held for sale and Discontinued Operations.
Evaluation of uncertain tax positions The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes.33 to the Financial Statements	**Principal audit procedures** Our audit procedures include the following substantive procedures: • Obtained understanding of key uncertain tax positions; and • We along with our internal tax experts – - evaluated the Design and tested the operating effectiveness of controls around the assessment of the matter; - Read and analysed select key correspondences, external legal opinions / consultations by management for key uncertain tax positions; - Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and - Assessed management's estimate of the possible outcome of the disputed cases; Assessed the appropriateness of disclosures made under the head 'Contingent Liabilities' in the financial Statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's reports thereon. The annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India.

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 the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit,

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books,

c) the balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account,

d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

e) On the basis of 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 internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

g) With respect to the Managerial remuneration to be included in the auditor's report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

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 has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32.1 to the financial statements;

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

   iii. There has been delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company of Rs. 7.93 Lakhs pertaining to Financial Year 2017-18 (Refer Note 23 of the Financial Statements).

   iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.

   v. The Company had not declared or paid any dividend during the year under Report.

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

for BRAHMAYYA & CO.
Chartered Accountants
Firm's Regn No. 000513S

Sd/-
(P CHANDRAMOULI)
Partner
Membership No. 025211
UDIN: 26025211FAOBLN3010

Place : Hyderabad
Date : 27.05.2026

Annexure - A to the Auditor's Report:

The Annexure referred to in Para 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date, to the members of KEERTHI INDUSTRIES LIMITED, for the year ended March 31, 2026.,

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

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

   (B) The Company has maintained proper records showing full particulars of intangible assets.

   b. The Company has a regular program of physical verification of its property, plant and equipment, and right of use assets under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

   c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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.

   d. The company did not revalue its Property, Plant and Equipment or intangible assets during the year. Accordingly, paragraph 3 (i)(d) of the Order is not applicable.

   e. 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

ii. a. The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

   b. The company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks are not in agreement with the books of account and the details of the same is as follows:

(₹ In Lakhs)

Particulars	Inventories	Trade Receivables (Net of Advances Received)	Trade Payables (Net of advances Paid)
June 30 2025			
As per Books	1,295.55	(749.12)	3,646.75
As per returns	1,295.66	-	585.37
Difference	(0.11)	(749.12)	3,061.38
September 30 2025			
As per Books	955.73	(716.62)	3,508.10
As per returns	1,546.72	-	839.27
Difference	(590.99)	(716.62)	2,668.83

iii. During the year the Company has not made investments in, granted any loans or advance in the nature of loans, guarantee or security, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties. Therefore, the provisions of clause 3(iii)(a), 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) & 3(iii)(f) of the said Order are not applicable for the year under report.

iv. The Company has not given any loans or made any investments or given any guarantees or security to the parties covered under Sections 185 and 186 of the Act. Accordingly, clause 3 (iv) of the Order is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to sub-section (1) of section 148 of the Companies Act and are of the opinion that prime facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. a. According to the records, the company is regular in depositing undisputed statutory dues including Goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and all other material statutory dues with the appropriate authorities and there were no arrears of statutory dues as at March 31, 2026 for a period of more than six months from the date they became payable.

b. According to the records of the Company and the information and explanations given to us, there were no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute except the following.

Name of the Statue	Nature of Dues	Amount (Rs.)	Amount paid under protest (Rs)	Period to which amount related	Forum where dispute is pending
Erstwhile A P General Sales Tax Act	Tax on packing material	18,77,197	Nil	FY1990-91 and FY1991-92	Sales Tax Appellate Authority
Central Sales Tax Act	Central Sales Tax	39,25,213	19,08,835	FY 2000-01	AP Sales Tax Tribunal
Karnataka Sales tax dept.	Sales Tax	6,20,112	Nil	FY 1993-94	Hon'ble High Court of Karnataka
Telangana Entry Tax	Entry VAT Dues	46,89,148	16,41,202	FY 2012-13 to 2017-18	Appellate Deputy Commissioner (CT), Hyderabad
Telangana VAT Act	Interest on Sales Tax Deferment Loan	14,45,68,015	Nil	From FY 2015	Hon'ble High Court of Telangana
Income Tax Act, 1961	Income Tax	5,92,12,552	Nil	FY 2023-24	CIT, Appeals

viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

ix. a. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or in the payment of interest thereon to any lender.

b. According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

c. The term 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, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e. The company does not have subsidiaries, associates or joint ventures. Hence clause 3(ix)(e) of the Order is not applicable;

f. The company does not have subsidiaries, associates or joint ventures. Hence clause 3(ix)(f) of the Order is not applicable.

x. a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, para 3 (x)(a) of the Order is not applicable.

b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, reporting under clause 3(x)(b) of the Order is not applicable.

xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b. No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.

c. According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company 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, para 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. a. In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business;

b. We have considered the reports of the Internal Auditors for the period under audit.;

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable

b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly reporting under 3(xvi)(d) of the Order is not applicable;

xvii. The company has incurred cash losses amounting to Rs. 286.67 lakhs during the current financial year and had incurred cash losses amounting to Rs. 2,158.52 lakhs during the immediately preceding financial year.

xviii. There is no resignation of statutory auditors of the Company during the year.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, in our opinion, a material uncertainty exists as on the date of the audit report indicating that Company may 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. Further, refer to Note 1.2 of the financial statements and 'Material Uncertainty related to Going Concern' section in our main audit report.

xx. According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under Para 3(xx) of the Order is not applicable to the Company.

xxi. The Company does not have subsidiaries, associates or joint ventures. Hence clause 3 (xxi) of the said Order with regard to qualifications or adverse remarks in CARO reports of the companies included in the consolidated financial statements, is not applicable.

for BRAHMAYYA & CO.

Chartered Accountants
Firm's Regn No. 000513S

Sd/-
(P CHANDRAMOULI)
Partner
Membership No. 025211
UDIN: 26025211FAOBLN3010

Place : Hyderabad
Date : 27.05.2026

Annexure – B to the Auditor’s Report

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

We have audited the internal financial controls with reference to financial statements of KEERTHI INDUSTRIES LIMITED (“the Company”) as of 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 Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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”) and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, both issued by ICAI. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material aspects.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company’s internal financial control with reference to financial statements 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 controls with reference to financial statements includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements 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 ICAI.

for BRAHMAYYA & CO.
Chartered Accountants
Firm’s Regn No. 000513S

Sd/-
(P CHANDRAMOULI)
Partner
Membership No. 025211
UDIN: 26025211FAOBLN3010

Place : Hyderabad
Date : 27.05.2026

Balance Sheet as at 31st March 2026

(₹ In Lakhs)

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2 (A)	8,198.48	10,078.33
(b) Capital Work-in-progress	2 (B)	-	23.79
(c) Right-of-Use Asset	2 (C)	17.65	26.86
(d) Other Intangible assets	3	3.30	9.11
(e) Financial Assets			
(i) Investments		-	0.06
(ii) Other financial assets	4	755.25	1,005.17
(f) Deferred Tax Assets (net)	20	1,045.32	1,177.80
(g) Other non-current assets	5	260.63	263.08
(2) Current assets			
(a) Inventories	6	1,097.52	2,294.19
(b) Financial Assets			
(i) Investments	7	-	336.67
(ii) Trade Receivables	8	-	469.48
(iii) Cash and cash equivalents	9	50.13	2.85
(iv) Bank balances other than (iii) above	10	76.95	153.60
(v) Loans	11	0.87	7.44
(vi) Others	12	30.02	62.02
(c) Current Tax Assets (Net)	13	89.05	97.10
(d) Other current assets	14	507.20	395.82
(e) Asset Classified as held for sale	15	497.59	497.59
Total Assets		**12,629.96**	**16,900.96**
(1) EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	16	801.67	801.67
(b) Other Equity	17	1,764.54	3,271.35
(2) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	2,272.66	4,198.37
(ii) Lease Liability	18.1	9.73	19.01
(b) Provisions	19	101.45	245.74
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	72.11	1,598.30
(ii) Lease Liability	18.1	9.28	7.99
(iii) Trade payables			
a. Total outstanding due of Micro Enterprises and Small Enterprises	22	301.98	202.92
b. Total outstanding dues of creditors other than Micro & small Enterprises		4,229.73	4,552.56
(iv) Other financial liabilities	23	766.23	688.70
(b) Other current liabilities	24	1,672.79	842.89
(c) Provisions	19	47.23	81.89
(d) Liabilities Classified as held for sale	25	580.56	389.57
Total Equity and Liabilities		**12,629.96**	**16,900.96**

Material accounting policies **1**

The accompanying notes from 1 to 48 form an integral part of the financials statements

As per our report of even date
for Brahmayya & CO.
Chartered Accountants
Firms' Registration No.: 000513S

Sd/-
P. Chandramouli
Partner
Membership Number: 025211

Place: Hyderabad
Date :27-05-2026

For and on behalf of Board of Directors

Sd/-
(J. Triveni)
Executive Chairperson
DIN:00029107

Sd/-
(J.S. Rao)
Managing Director
DIN:00029090

Sd/-
(P.V. Subba Rao)
Chief Financial Officer

Sd/-
(Anupama Iyer)
Company Secretary

Statement of Profit and Loss for the year ended 31st March 2026

(₹ In Lakhs)

	Particulars	Note No.	For the year ended 31st March 2026	For the year ended 31st March 2025
I.	**Revenue from operations**	26	9,359.11	9,666.97
II.	**Other income**	27	158.03	126.60
III.	**Total Revenue (I+II)**		**9,517.14**	**9,793.57**
IV.	**Expenses**			
	(1) Cost of materials consumed	28	1,383.05	1,483.81
	(2) Changes in inventories of finished goods and work-in-progress	29	463.01	(146.62)
	(3) Employee benefits expense	30	1,738.97	1,781.06
	(4) Power and Fuel		5,467.96	5,634.43
	(5) Packing and Forwarding		650.81	2,312.69
	(6) Finance costs	31	533.25	631.51
	(7) Depreciation and amortization expense	2 & 3	977.20	1,134.01
	(8) Other expenses	32	712.28	683.98
	Total expenses		**11,926.53**	**13,514.87**
V.	**Profit / (Loss) before Exceptional Items (III-IV)**		**(2,409.39)**	**(3,721.30)**
VI.	**Tax expense:**			
	(1) Current tax			
	(2) Deferred tax		(153.59)	(1,205.65)
	(3) Income tax of earlier years		46.54	
VII.	**Profit / (Loss) after tax for the year (V-VI)**		**(2,302.34)**	**(2,515.65)**
	Discontinued Operations:			
VIII	Profit/(loss) before tax for the period from discontinued operations (refer note 42)		1,051.11	352.70
IX	Tax expense of discontinued operations		277.60	114.27
X	Profit/(loss) for the period from discontinued operations (VIII-IX)		773.51	238.43
	Net Profit for the period (IX+XII)		**(1,528.83)**	**(2,277.22)**
XI	**Other Comprehensive Income continuing operations:**			
	A) Items that will not be reclassified to profit or loss			
	- Actuarial gains/(losses) of defined benefit plans		35.00	(19.18)
	- Tax impacts on above		(9.74)	5.33
	B) (i) Items that will be reclassified to the profit or loss		-	
	(ii) Income tax on items that will be reclassified to the profit or loss		-	
	Total Other Comprehensive Income/(expenses) (net of tax) (A+B)		**25.26**	**(13.85)**
XII	**Other Comprehensive Income discontinued operations:**			
	A) Items that will not be reclassified to profit or loss			
	- Actuarial gains/(losses) of defined benefit plans		**(4.50)**	4.44
	- Tax impacts on above		1.26	(1.23)
	Total Other Comprehensive Income/(expenses) (net of tax) (A+B)		**(3.24)**	**3.21**
XIII	**Total Comprehensive Income for The Period (X + XI + XII)**		**(1,506.81)**	**(2,287.86)**
XIV	**Earning per equity share of Rs. 10. each**		(18.80)	(28.54)

Material accounting policies **1**

The accompanying notes from 1 to 48 form an integral part of the financial statements

As per our report of even date
for Brahmayya & CO.
Chartered Accountants
Firms' Registration No.: 000513S

Sd/-
P. Chandramouli
Partner
Membership Number: 025211

Place: Hyderabad
Date :27-05-2026

For and on behalf of Board of Directors

Sd/-
(J. Triveni)
Executive Chairperson
DIN:00029107

Sd/-
(J.S. Rao)
Managing Director
DIN:00029090

Sd/-
(P.V. Subba Rao)
Chief Financial Officer

Sd/-
(Anupama Iyer)
Company Secretary

Statement of Cash Flow for the Year ended 31st March 2026

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Cash Flow From Operating Activities		
Profit/ (Loss) before tax		
- Continuing Operations	(2,409.39)	(3,721.30)
- Discontinued Operations	1,051.11	352.70
Adjustments for:		
Depreciation and amortization expense	1,071.61	1,210.08
Interest income	(61.21)	(78.76)
Finance Cost	545.47	638.62
Net (gain)/loss on Mutual Funds	(5.93)	(21.20)
Profit on Slump sale of Electronic Division Business	(821.89)	
Operating Profit before working capital Changes	**(630.23)**	**(1,619.86)**
Movement in Working Capital		
Decrease/(increase) in inventories	288.10	460.77
Decrease/(increase) in trade receivables	(394.04)	129.18
Increase / (decrease) Trade payables	(56.11)	1,950.52
Decrease / (Increase) in financial assets	4.20	63.98
Decrease / (Increase) in non-financial assets	(222.18)	(461.95)
Increase / (decrease) in financial Liabilities	82.13	20.33
Increase / (decrease) in other liabilities	1,053.82	(135.50)
Increase / (decrease) in Provisions	51.57	60.84
Cash Generated from Operations	**177.26**	**468.31**
Income Tax (Paid)/Refunds (Net)	(61.74)	(5.75)
Net Cash flow from Operating Activities (A)	**115.52**	**462.56**
Cash Flow From Investing Activities		
Purchase of Property plant and equipment and intangible assets incl. CWIP	(533.52)	270.58
Movement in Investments (Net)	195.16	0.59
Movement in other bank balances	60.15	(46.47)
Interest Received	62.91	72.06
Sale consideration received from slump sale	3,600.00	
Net cash flow generated/(used) from investing activities (B)	**3,384.70**	**296.76**
Cash flows from financing activities		
Proceeds from/(repayment of) long-term loans and borrowings, net	(1,641.38)	(254.47)
Proceeds from/(repayment of) short-term loans and borrowings, net	(1,258.66)	87.18
Interest paid	(552.49)	(632.06)

Statement of Cash Flow for the Year ended 31st March 2026

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Net cash from/(used in) financing activities (C)	**(3,452.53)**	**(799.35)**
Net increase in cash and cash equivalents (A+B+C)	47.69	(40.03)
Cash and cash equivalents at the beginning of the period/year	2.85	42.88
Less: Cash and cash equivalents transferred on Slump sale of Electronic Division	(0.41)	
Cash and cash equivalents at the end of the year	**50.13**	**2.85**
Component of Cash and Cash Equivalent		
Cash in Hand	0.56	1.93
Balance with banks In current Account	49.57	0.92
Total Cash and Cash Equivalents in Cash Flow Statement	**50.13**	**2.85**

The above statement of cash flow has been prepared under the 'Indirect method' as set out in Indian Accounting Standard (Ind AS) 7-Statement of Cash Flows.

As per our report of even date
for Brahmayya & CO.
Chartered Accountants
Firms' Registration No.: 000513S

Sd/-
P. Chandramouli
Partner
Membership Number: 025211

Place: Hyderabad
Date :27-05-2026

For and on behalf of Board of Directors

Sd/-
(J. Triveni)
Executive Chairperson
DIN:00029107

Sd/-
(J.S. Rao)
Managing Director
DIN:00029090

Sd/-
(P.V. Subba Rao)
Chief Financial Officer

Sd/-
(Anupama Iyer)
Company Secretary

Statement of Changes in Equity for the year ended 31st March 2026

A. Equity Share Capital

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
At the beginning of the year	801.67	801.67
Changes in equity share capital during the year		
At the end of the year	**801.67**	**801.67**

B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus			Items of Other Comprehensive Income	Total
	Capital Reserve	Capital redemption reserve	Retained Earnings	Remeasurements of net defined benefit plans	
Balance at 1st April 2024	939.55	1,038.44	3,613.04	(31.82)	5,559.21
Profit/(Loss) for the Year			(2,277.22)		(2,277.22)
Other Comprehensive Income for the year ended 31st March, 2025				(10.64)	(10.64)
Balance at 31st March 2025	939.55	1,038.44	1,335.82	(42.46)	3,271.35
Profit/(Loss) for the Year	-	-	(1,528.83)		(1,528.83)
Other Comprehensive Income for the year ended 31st March, 2026				22.02	22.02
TOTAL	**939.55**	**1,038.44**	**(193.02)**	**(20.44)**	**1,764.54**

Notes:

(a) **Capital Reserve**

The Company recognises profit or loss on purchase,sale, issue or cancellation of the Company's own equity instruments to capital reserve. This Reserve also represents the difference between value of the net assets transferred to the Company in the course of business combinations and the consideration paid for such combinations

(b) **Capital Redemption Reserve**

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. This reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

(c) **Retained Earnings**

This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

(d) **Re-measurement of defined benefit obligations**

This reserve represents the re-measurement gains/(losses) arising from the actuarial valuation of the defined benefit obligations of the Company. The re-measurement gains/(losses) are recognised in other comprehensive income and accumulated under this reserve within equity. The amounts recognised under this reserve are not reclassified to profit or loss.

As per our report of even date
for Brahmayya & CO.
Chartered Accountants
Firms' Registration No.: 000513S

Sd/-
P. Chandramouli
Partner
Membership Number: 025211

Place: Hyderabad
Date :27-05-2026

For and on behalf of Board of Directors

Sd/-
(J. Triveni)
Executive Chairperson
DIN:00029107

Sd/-
(J.S. Rao)
Managing Director
DIN:00029090

Sd/-
(P.V. Subba Rao)
Chief Financial Officer

Sd/-
(Anupama Iyer)
Company Secretary

DESCRIPTION OF THE COMPANY AND MATERIAL ACCOUNTING POLICIES.

CORPORATE INFORMATION

Keerthi Industries Limited (the 'company') is a public limited company domiciled and incorporated in India under the Companies Act, 1956. The registered office of the company is located at Plot No. 40, IDA, Balanagar, Hyderabad - 500037.

The company is engaged in the business of manufacturing, selling and distribution of Cement under the brand name "SUVARNA". The company also manufactures printed circuit boards.

1. MATERIAL ACCOUNTING POLICIES

1.1 Statement of Compliance

These Financial Statements are prepared in accordance with the provisions of the Companies Act, 2013 ("the Act"), guidelines issued by the Securities and Exchange Board of India (SEBI) and Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

These financial statements have been prepared by the Company as a going concern (Refer Note 1.2) on the basis of relevant Ind AS that are effective at the Company's annual reporting date, 31 March 2026.

These financial statements were authorized for issue by the Board of Directors of the Company at their meeting held on May 27, 2026.

1.2 Going Concern

The Company has incurred losses during the current and previous financial years and, as at the balance sheet date, its current liabilities exceed current assets by Rs. 5379 Lakhs. Further, there have been delays in payments to certain overdue creditors. The Management believes that the losses incurred are temporary in nature and are primarily attributable to lower operating volumes, prevailing industry conditions and other related factors.

The Management has been implementing various measures aimed at improving operational and financial performance, including revenue enhancement initiatives and cost control measures, with a view to achieving consistent profitable operations and positive cash flows in future periods. The Company has also undertaken initiatives such as monetization of non-core assets (Disposal of sugar land), disposal of its Electronic Division through a slump sale, and exploring avenues for raising funds from financial institutions and other lenders.

Based on the above factors, the expected improvement in working capital position and this leads smooth continuation of business operations, and projected cash flows. The Management is confident that the Company will be able to generate adequate cash flows and arrange necessary funding to meet its obligations as they fall due. Accordingly, the accompanying financial statements have been prepared on a going concern basis and no adjustments have been made to the carrying amounts or classification of assets and liabilities.

1.3 Basis of Preparation and Measurement

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost basis, except for financial instruments which have been measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.4 Current Vs Non-current classifications

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1.5 Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates implies that actual results may differ from these estimates.

The said estimates are based on the facts and events that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

- Note 1.6 and 1.7 – Useful lives of property, plant and equipment and intangible assets;
- Note 1.9 and - Valuation of Inventories
- Note 1.6 – impairment of Property, plant and equipment
- Note 1.19 - Defined Benefit Obligation
- Note 1.16 - Classification of legal matters and litigations

1.6 Property, Plant and Equipment

- **Measurement and recognition**

  An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment other than land are carried at their cost less accumulated depreciation and accumulated impairment losses. Freehold land is carried at cost of acquisition.

  The cost of an item of property, plant and equipment comprises the purchase price and any cost attributable to bring the asset to its location and working condition for its intended use. Borrowing costs relating to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to put to use.

  Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life.

  Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

- **Capital Work-in-Progress**

  Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

- **Depreciation and amortization methods**

a) Depreciation is provided on Straight Line Method on the assets, other than office equipment, furniture & fixtures and vehicles of Cement Division, on which depreciation is provided on Written Down Value Method, over the useful lives specified in Schedule II to the Companies Act, 2013.

b) Depreciation of additions is being provided on a pro-rate basis from the date of such additions. Depreciation of assets sold, discarded or demolished during the year is being provided up to the date on which such assets are sold, discarded or demolished.

c) The estimated useful lives for the Property, plant and equipment are as follows:

Asset Classification	Useful life
Buildings	3-60 Years
Vehicles	8-10 Years
Furniture & Fixtures & Office Equipments	2-15 Years
Plant & Machinery	1-25 Years
Electrical Installations	10-15 Years
Data Processing Equipment	3-6 Years
Other Assets	6-13 Years

- **Impairment**

a) Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value, less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

b) Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer existing or have decreased.

- **Derecognition**

  The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

1.7 Intangible Assets:

- **Computer Software**

  Computer software is measured on initial recognition at cost. Following initial recognition, software is carried at its cost less accumulated amortization and accumulated impairment losses.

- **Amortization Methods**

  The carrying amount of computer software is amortized over the useful life as estimated by the Management which is about 6 years for ERP software and 3 years all other intangible computer software assets.

- **Impairment**

a) Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value, less cost of disposal and value in use.

b) Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer existing or have decreased.

- **Derecognition**

  The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

1.8 Borrowing Costs

Borrowing costs to the extent attributable to the acquisition or construction of a qualifying fixed asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use. All other borrowing costs are recognized as expenses in the Statement of Profit and Loss in the period in which they are incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Borrowing costs include interest (calculated using Effective Interest Method) and other costs incurred in connection with the borrowing of funds.

1.9 Inventories

Finished goods and Work in progress are valued at the lower of cost or net realizable value. Raw materials, stores and spares and packing material are valued at cost except where net realizable value of the finished goods they are used in, is less than the cost of finished goods and in such an event, if the replacement cost of such materials is less than their book values, they are valued at replacement cost. Scrap is valued at Net realizable value.

The cost is computed on weighted average basis.

Cost of raw materials comprises cost of purchases and includes all other costs incurred in bringing the inventories to their present location and condition. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts, stand-by equipment and servicing equipment are recognized in accordance with this Ind AS-16 when they meet the definition of Property, Plant and Equipment. Otherwise, such items are classified as inventory.

1.10 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

- **Initial recognition and measurement:**

  All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit or loss.

- **Subsequent measurement:**

  For subsequent measurement, the Company classifies its financial assets into the following categories:

  (i) Amortized cost

  (ii) Fair value through profit and loss (FVTPL)

  (iii) Fair value through other comprehensive income (FVOCI).

a) Financial Asset measured at amortized cost

Financial Assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the statement of Profit & Loss.

The company, while applying above criteria, has classified all the financial assets (except investments in mutual funds) at amortized cost.

b) **Financial Asset measured at fair value through other comprehensive income**

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and

Loss. On derecognition, cumulative gain or loss previously recognized in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

The company, while applying above criteria has identified that there are no financial assets that can be classified at fair value through other comprehensive income

c) **Financial Asset measured at fair value through profit and loss (FVTPL)**

Financial Assets are measured at fair value through Profit & Loss if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the statement of Profit & Loss.

Investments in Mutual funds are classified as financial assets measured at FVTPL.

- **Impairment**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the debt instruments, that are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

Expected credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive.

The management uses a provision matrix to determine the impairment loss on the portfolio of trade and other receivables. Provision matrix is based on its historically observed expected credit loss rates over the expected life of the trade receivables and is adjusted for forward looking estimates.

Expected credit loss allowance or reversal recognized during the period is recognized as income or expense, as the case may be, in the statement of profit and loss. In case of balance sheet, it is shown as reduction from the specific financial asset.

- **Derecognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Financial Liabilities

- **Initial Recognition and Measurement**

Financial liabilities are recognized initially at fair value plus any transaction cost that are attributable to the acquisition of the financial liability except financial liabilities at FVTPL that are measured at fair value.

- **Subsequent Measurement**

a. **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gain or losses on liabilities held for trading are recognized in the profit or loss. The Company doesn't designate any financial liability at fair value through profit or loss.

b. **Financial liabilities at amortized cost**

All financial liabilities of the Company are subsequently measured at amortized cost using the effective interest method.

- **Derecognition**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

1.11 Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all the conditions attached.

Grants related to revenue items are presented as part of profit or loss under general heading such as other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as 'Deferred Government Grant' and are credited to profit & loss account under other income on a straight-line basis over the expected lives of the related assets.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

1.12 Revenue

Revenue is recognised to depict the transfer of promised products or services to customers.

Revenue is measured at the fair value of consideration received or receivable and is recognized to the extent that it is probable that the economic benefits will flow to the Company.

- **Sale of goods:**

  Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods have passed to the buyer and there are no longer any unfulfilled obligations.

  Revenue is measured after deduction of any discounts, price concessions, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. The Company accrues for such discounts, price concessions and rebates at inception to determine the transaction price based on historical experience and specific contractual terms with the customer.

- **Interest / Dividend**

  Interest Income is recognized using the Effective interest rate (EIR) method. Dividend income is recognized when right to receive is established.

1.13 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of lease, the Company recognizes a Right-of-use asset ("ROU") and a corresponding liability for all lease arrangements in which it is a lessee, except for leases with the term of twelve months or less (short term leases) and low value leases. For short term and low value leases, the Company recognises the lease payment as an operating expense on straight line basis over the term of lease.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate explicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

1.14 Cash and cash equivalents

Cash and cash equivalents include cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash which are subject to an insignificant risk of changes in value and are held for meeting short-term cash commitments.

For the Statement of Cash Flows, cash and cash equivalents consists of short-term deposits, as defined above, net of outstanding bank overdraft as they are being considered as integral part of the Company's cash management.

1.15 Income taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes using tax rates enacted, or substantively enacted, by the end of the reporting period.

1.16 Provisions and contingent liabilities

Provisions are recognized when there is a present legal or constructive obligation that can be estimated reliably, because of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provisions will be reversed. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provisions due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.17 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all potential dilutive shares, which includes all stock options granted to employees.

1.18 Foreign Currency transactions

- **Functional and Reporting Currency:**

  The Company's functional and reporting currency is Indian National Rupee.

- **Initial Recognition:**

  Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amounts the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

- **Conversion on reporting date:**

  Foreign monetary currency items are reported using the closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

- **Exchange Differences:**

  Exchange difference arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or as expenses in the year in which they arise.

1.19 Employee Benefits

- **Defined Contribution Plan**

  Employer's contribution to Provident Fund/ Employee State Insurance which is defined contribution scheme is expensed off when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

- **Defined Benefit Plan**

a. Gratuity

Gratuity liability is defined benefit obligation. Such liability is provided based on independent actuarial valuation on projected unit credit method made at the end of each financial year as per the requirements of Ind AS 19 "Employee Benefits". Actuarial gain/ (loss) in the valuation are recognized as other comprehensive income for the period.

b. Compensated absences

Compensated absences which are in the nature of defined benefit obligation are provided for based on estimates of independent actuarial valuation on projected unit credit method made at the end of each financial year as per the requirements of Ind AS 19 "Employee Benefits".

1.20 Dividends

Annual dividend distribution to the shareholders is recognized as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognized on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognized directly in equity.

1.21 Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

1.22 Exceptional Items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are nonrecurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

1.23 Recent accounting pronouncements

a) Application of new and amended standards

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under companies (Indian Accounting Standards) Rules as issued from time to time.

During the year ended March 31, 2026, MCA has notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 applicable to the Company w.e.f. 1st April, 2025.

i) **Amendments to Ind AS 21 - Lack of exchangeability**

The amendment requires the Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments do not have a material impact on the Company's financial statements.

ii) **Amendments to Ind AS 1 – Classification of Liabilities as Current or Non-current**

Liabilities with Covenants

Amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8. The amendments have not resulted in additional disclosures and have not had an impact on the classification of Company's liabilities.

iii) **Amendments to Ind AS 12 – International Tax Reform Pillar Two Model Rules**

Amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rules.

iv) **Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements**

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments do not have a material impact on the Company's financial statements.

b) **Standards notified but not yet effective**

There are no new standards that are notified, but not yet effective, up to the date of issuance of the financial statements.

2. Property, Plant and Equipment

Sl. No.	Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK As at	
		As at 31.03.2025	Additions	Deductions/ Adjustments	Adjustments through Sale of Assets under Slumpsale	As at 31.03.2026	Up to 31.03.2025	For the year	Deductions	Adjustments through Sale of Assets under Slumpsale	Up to 31.03.2026	31.03.2026	31.03.2025
(A)	**Property, Plant and Equipment:**												
1	Land:												
	Freehold: Cement Division	694.52	-	-	58.63	635.89	-	-		-	-	635.89	694.52
	Sugar Division *	-	-	-		-	-	-	-		-	-	-
2	Buildings:												
	Factory	4,342.62	23.92	-	265.25	4,101.29	1,965.79	120.10		183.13	1,902.76	2,198.53	2,376.84
	Non-Factory	971.27	-	-	-	971.27	247.21	24.20	-	-	271.41	699.86	724.05
3	Plant & Machinery	18,379.84	491.13	-	3,087.85	15,783.12	13,070.24	725.66	-	2,031.47	11,764.43	4,018.69	5,309.60
4	Electrical Installations	3,687.66	-	-	54.05	3,633.61	3,006.43	134.16	-	49.66	3,090.93	542.68	681.22
5	Furniture & Fixtures	116.04	6.95	-	82.07	40.92	89.22	6.76	-	58.45	37.53	3.39	26.82
6	Office Equipment	87.63	1.54	-	22.49	66.68	75.22	2.81	-	14.63	63.40	3.28	12.41
7	Vehicles	309.14	-	-	1.55	307.59	229.04	23.30	-	0.58	251.76	55.83	80.10
8	Other Assets	111.11	8.18	-	41.23	78.06	45.50	7.50	-	6.79	46.21	31.85	65.61
9	Data Processing Equipment	155.84	14.07	-	52.65	117.26	141.69	6.85	-	39.76	108.78	8.48	14.15
10	Effluent Treatment Plant	19.49	-	-	19.49	-	18.53	-	-	18.53	-	-	0.97
11	Generators	50.45	-	-	50.45	-	24.75	2.34	-	27.09	-	-	25.70
12	Lab Equipment	82.17	-	-	82.17	-	15.83	6.54	-	22.37	-	-	66.34
	Total	29,007.78	544.79	-	3,817.88	25,735.69	18,929.45	1,060.22	-	2,452.46	17,536.21	8,198.48	10,078.33
(B)	Capital work in progress	23.79	460.24	472.52	11.51	0.00	-	-	-	-	-	0.00	23.79
3.	**Other Intangible Assets**												
	Computer Software	206.67	-	-	11.26	195.41	197.56	2.18	-	7.63	192.11	3.30	9.11
(III)	Total (I+II+III)	29,238.24	1,005.03	472.52	3,840.65	25,931.10	19,127.01	1,062.40	-	2,460.09	17,728.32	8,201.78	10,111.23
	Previous Year	29,541.65	457.22	760.62		29,238.24	17,922.88	1,209.32	5.18	-	19,127.01	10,111.23	11,618.77

* Opening Balance of Assets includes assets of electronic division which were sold during the year under slump sale .The closing balance of assets only constitutes Cement Division.

Particulars (Depreciation)	(₹ In Lakhs)
Continuing Operation	967.99
Discontinued Operation	94.41
Total	**1,062.40**

Continuing Operation	(₹ In Lakhs)
Depreciation	967.99
Add : Depreciation on Lease libility	9.21
Total	**977.20**

2B) Movement of capital work-in-progress

(₹ In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Opening Balance	23.79	174.55
Additions during the year	460.24	106.81
Capitalisation during the year	472.52	257.57
Adjustments through Sale of Assets under Slumpsale	11.51	-
Closing Balance	-	**23.79**

CWIP Ageing Schedule

(₹ In Lakhs)

Particulars	Amount in CWIP for the period of				
	Less than 1 Year	"1-2 Years"	"2-3 Years"	More than 3 years	Total
As at 31st March,2026					
Project in Process	-	-	-	-	-
Projects Temporalily Suspended	-	-	-	-	-
As at 31st March,2025					
Project in Process	23.79	-	-	-	23.79
Projects Temporalily Suspended	-	-	-	-	-

2C) Right of Use Asset

(₹ In Lakhs)

Building premises	As at 31st March 2026	As at 31st March 2025
Opening Balance	26.86	-
Additions to Rou Assets	-	27.63
Amortisation for the Year	9.21	0.77
Closing Balance	**17.65**	**26.86**

4. Other financial assets

(₹ In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Consumption Deposit with CPDCL	291.52	476.67
Security Deposit Gokarnapuram PML	8.00	8.00
Margin Money Deposits with Banks for a period more than 12 months	455.73	520.50
- Margin money Deposits		
Total	**755.25**	**1,005.17**

5. Other non-current assets (Unsecured,considered good)

(₹ In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Advances for Capital items	65.32	67.77
Voltage Surcharge paid under protest	72.06	72.06
Sales Tax paid under protest	123.25	123.25
Total	**260.63**	**263.08**

6. Inventories

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Valued at Lower of Cost or Net Realizable Value		
Raw materials	67.25	430.31
Stores and spares	588.04	785.11
Coal	160.45	125.76
Packing Material	9.77	12.10
Work-in-progress	105.07	646.69
Finished goods	166.94	293.00
Srap(discarded assets)-At realisable value	-	1.22
Total	**1,097.52**	**2,294.19**

7. Investments

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Mutual Fund as per last year	-	336.67
Total	**-**	**336.67**

8. Trade Receivables (Unsecured considered good)

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
A. Secured		
B. Unsecured		
i) Considered good	-	469.48
ii) Significant increase in credit risk	-	-
iii) Credit impaired	-	-
Total	**-**	**469.48**

Ageing Trade Receivables ageing schedule

(₹ In Lakhs)

Particulars	Outstanding as at 31st March 2026						
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	2-3 years	Total
i. Undisputed trade receivables considered good	-						
ii. Undisputed trade receivables considered Doubtful which have significant in credit risk							
iii. Disputed trade receivables considered Doubtful which have significant in credit risk							
Total	-						
Less : Allowance for doubtfull receivables	-						
iv. Disputed trade receivables considered doubtfull	-						

Ageing Trade Receivables ageing schedule

(₹ In Lakhs)

Particulars	Outstanding as at 31st March 2026						
	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	2-3 years	Total
i. Undisputed trade receivables considered good	-	466.41	0.24	2.81	0.02	-	469.48
ii. Undisputed trade receivables considered Doubtful which have significant in credit risk							-
iii. Disputed trade receivables considered Doubtful which have significant in credit risk							-
Total	**-**	**466.41**	**0.24**	**2.81**	**0.02**	**-**	**469.48**
iv. Disputed trade receivables considered doubtfull	-						

9. Cash and cash equivalents

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Balances with banks		
- In current accounts	49.57	0.92
- In term deposits (with original maturity of 3 motnhs or less)	-	-
Cash in hand	0.56	1.93
Total	**50.13**	**2.85**

10. Other Bank Balances

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
-In margin money deposits with balance maturity of period less than 12 months	-	76.63
Balance in Earmarked Accounts		
a. Unclaimed Dividend	49.63	49.65
b. Unspent CSR Account	27.32	27.32
Total	**76.95**	**153.60**

Note: Fixed receipts are with the bankers with a lien marked in their favour towards the overdraft/bank guarantee limits sanctioned by them.

11. Loans (Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Advances to staff	0.87	7.44
Total	**0.87**	**7.44**

12. Other financial assets (Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Sundry deposits	11.39	11.37
Interest accrued	18.63	50.65
Total	**30.02**	**62.02**

13. Current tax assets (net)

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Advance Income tax & TDS Receivable (Net of Provisions)	89.05	97.10
	-	-
Total	**89.05**	**97.10**

14. Other current assets (Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Vendor advances	142.13	108.56
Prepaid Expenses	58.59	81.68
GST Input Credit	306.48	205.58
Total	**507.20**	**395.82**

15. Asset Held For Sale

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Asset Held for Sale	497.59	497.59
Total	**497.59**	**497.59**

*The Company has identified Land (Sugar Division) costing Rs. 497.59 lakhs which is available for sale in present condition. Despite the passage of time beyond one year, the Company continues to classify these assets as held for sale as the delay in sale is due to events or circumstances beyond the Company's control and the Company remains committed to its plan to sell the assets. Management is taking necessary steps to actively market the assets and expects the sale to be completed in due course.

16. Equity Share Capital

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
a. Authorised:		
2,73,00,000 Equity Shares of Rs.10/- each	2,730.00	2,730.00
b. Issued, subscribed and fully paid:		
80,16,738 Equity Shares of Rs.10/- each	801.67	801.67

a. Reconciliation of Equity Shares outstanding at the end of the reporting period

(₹ In Lakhs)

Particulars	As at			
	31st March 2026		31st March 2025	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	80,16,738	801.67	80,16,738	801.67
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	80,16,738	801.67	80,16,738	801.67

b. Terms/ rights attached to equity shares

(i) The Company has only one class of equity shares having a face value of Rs. 10 per share.

(ii) Each holder of equity share is entitled to one vote per share.

(iii) The dividends recommended by the Board of Directors if any, are subject to the approval the shareholders in the ensuing Annual General Meeting.

(iv) In the event of liquidation of the Company, the equity share holders are entitled to receive the remaining assets of the Company after distribution of all preferential claims, in proportion to the number of shares held.

c. List of shareholders holding more than 5% of total number of shares in the company

Name of the Share Holder	31st March 2026		31st March 2025	
	Number of Shares held	% holding	Number of Shares held	% holding
Equity Shares of Rs.10/- each:				
Sri. J S Rao	30,81,559	38.44	37,01,559	46.17
Smt. J Triveni	21,95,348	27.38	21,95,379	27.38

Name of the Share Holder	FY 2025-26		% change during the yer	
	Number of Shares held	% holding	Number of Shares held	% holding
Equity Shares of Rs.10/- each:				
Sri. J S Rao	30,81,559	38.44	6,20,000	7.72%
Smt. J Triveni	21,95,348	27.38	-	-
Jasti Venkata krishna	87,347	1.09	-	-
Jasti Sarada Govardhani	21,697	0.27	-	-

Name of the Share Holder	FY 2024-25		% change during the yer	
	Number of Shares held	% holding		
Equity Shares of Rs.10/- each:				
Sri. J S Rao	37,01,559	46.17	-	-
Smt. J Triveni	21,95,348	27.38	-	-
Jasti Venkata krishna	87,347	1.09	-	-
Jasti Sarada Govardhani	21,697	0.27	-	-

17. Other Equity

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Capital Reserve	939.55	939.55
Capital Redemtion reserve	1,038.44	1,038.44
Retain Earnings	(193.02)	1,335.82
Other Comphrensive Income	(20.44)	(42.46)
Total	**1,764.54**	**3,271.35**

18. Borrowings

(₹ In Lakhs)

Particulars	Non-current Maturities		Current Maturities	
	As at		As at	
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
a) Secured				
Term loans from banks:				
- Axis Bank	-	1,414.62	-	570.00
- Axis Bank-ECLGS	-	64.58	-	51.67
b) Vehicle or Equipment Loans				
i) From Banks:				
Kotak Mahindra Bank Ltd	-	1.64	1.64	2.26
HDFC Bank Ltd	-	17.91	17.91	25.09
From others				
Cholamanadalam Investment & Finance Company Ltd	-	-	-	1.95
Kotak Mahindra Prime Ltd	4.26	9.55	5.28	4.84
Kotak Mahindra Prime Ltd	16.00	35.79	19.79	18.16
Unsecured				
From Related parties:				
i) Inter Corporate Deposits	2,252.40	2,654.28	-	-
Total	**2,272.66**	**4,198.37**	**44.62**	**673.97**

A. All the installments falling due within 12 months from the date of Balance Sheet have been classified as current maturities, the aggregate amounts are shown under 'Other shor-term borrowings'.

B. During the financial year 2025–26, the Company fully prepaid its term loans and settled its operational cash credit facilities. Consequently, all outstanding borrowings under these facilities stood extinguished. However, as at 31 March 2026, the satisfaction and release of the charges created on the Company's assets and the pledge/charge over the promoters' shareholding in favour of the lenders were pending completion, being subject to the completion of necessary documentation and statutory filing formalities by the respective lenders.

Particulars	Rate of Interest	31st March 2026		31st March 2025	
		Number of installments outstanding	Amount Rs. in lakhs	Number of installments outstanding	Amount Rs. in lakhs
Secured:					
Term loans:					
Axis Bank VRM	8.90%	0	-	42	1,984.62
Axis Bank ECLGS	8.90%	0	-	27	116.25
Kotak Mahindra-Bank Ltd	9.89%	8	1.64	20	3.90
Cholamanadalam Investment & Finance Company Ltd	9.78%	0	-	7	1.95
HDFC Bank Ltd	8.20%	8	17.91	20	43.00
Kotak Mahindra Prime Ltd	8.63%	21	9.54	33	14.39
Kotak Mahindra Prime Ltd	8.63%	21	35.79	33	53.95

G. Unsecured: Inter corporate deposits carry an interest of 10% per annum.

18.1 Borrowings- Lease Liability

Particulars	Non-current Maturities		Current Maturities	
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
Lease Liability	9.73	19.01	9.28	7.99
Total	**9.73**	**19.01**	**9.28**	**7.99**

19. Provisions

(₹ In Lakhs)

Particulars	Non-current Maturities		Current Maturities	
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
Provision for employee benefits				
Gratuity	48.42	163.39	-	35.67
Compensated absences	53.03	82.35	19.91	18.90
CSR PAYABLE	-	-	27.32	27.32
Total	**101.45**	**245.74**	**47.23**	**81.89**

20. Deferred Tax

Particulars	As at 31st March 2026	Recognised in Statement of Profit & Loss	Recognised in Other Comprehensive Income	As at 31st March 2025	Recognised in Statement of Profit & Loss	Recognised in Other Comprehensive Income Rs.	As at 31st March 2024 Rs.
Deferred Tax Liabilities							
Property, Plant & Equipment & Intangible assets	814.65	(170.87)	-	985.52	124.30		861.22
Fair Value adjustments of financial liabilities	-	(5.90)		5.90	(4.64)		10.54
	814.65	(176.77)	-	991.42	119.66	-	871.76
Deferred Tax Assets							
Unused Tax Losses	1,666.16	4.21	-	1,661.95	1,148.67		513.28
U/s 43B(h) provisions of MSME Act	86.04	38.07	8.48	56.45	56.45		
Employee Benefits & Statutory Liabilites allowed on Payment Basis	107.77	5.14	-	102.63	5.92	4.10	92.61
MAT Credit entitlement	-	(348.19)		348.19			348.19
	1,859.97	(300.77)	8.48	2,169.22	1,211.04	4.10	954.08
Net Deferred Tax Liability/(Asset)	(1,045.32)	124.01	(8.48)	(1,177.80)	(1,091.38)	(4.10)	(82.32)

Notes:

a) The Company has not recognized deferred tax assets in respect of carried forward tax losses and unabsorbed depreciation amounting to Rs. 500.77 Lakhs as of 31st March 31 2026 (31st March 2025: Nil). The aforesaid tax losses will lapse in the subsequent years as follows:

Particulars	As at	
	31st March 2026	31st March 2025
From 0-5 Years	-	-
From 5-10 Years	(500.77)	-
Total	**(500.77)**	**-**

b) The Company has reassessed the recoverability of MAT Credit and has derecognized MAT Credit of Rs. 348.19 Lakhs which is expiring within 0-5 Years.

21. Short-term borrowings

₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
A. Secured		
Current Maturities of Long Term Loan (Refer Note No. 18)	44.61	673.97
Axis Bank - Cash Credit	-	807.26
State Bank of India - Overdraft	-	92.57
Total (a)	**44.61**	**1,573.80**
B. Unsecured		
From Others		
Trade and Rent Deposits	27.50	24.50
Total (b)	**27.50**	**24.50**
Total (a+b)	**72.11**	**1,598.30**

During the financial year 2025–26, the Company settled its operational cash credit facilities. In accordance with the terms of the loan arrangements, certain information relating to trade receivables, inventories and creditors for purchases was required to be furnished to the lenders on a quarterly basis. The table below sets out the differences between the information furnished to the lenders and the corresponding balances as per the books of account of the Company for the year ended 31st March 2026.

The differences reported below are primarily attributable to the information being extracted from the books of account prior to completion of the book closure process, resulting in subsequent adjustments and reconciliations in the books

(₹ In Lakhs)

Inventories				Trade Receivables / (Advances Received)			Trade Payables			Total
Quarter Ended	As per Books	Reported to Bankers	Short/ (Excess)	As per Books	Reported to Bankers	Short/ (Excess)	As per Books	Reported to Bankers	Short/ (Excess)	
30-Sep-25	1,295.55	1,295.66	(0.11)	(749.12)	-	(749.12)	3,646.75	585.37	3,061.38	2,312.15
30-Jun-25	955.73	1,546.72	(590.99)	(716.62)	-	(716.62)	3,508.10	839.27	2,668.83	1,361.22

22. Trade payables

(₹ In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Trade Payables (Refer Note below)		
a. Total outstanding dues of micro enterprises and small enterprises	301.98	202.92
b. Total outstanding dues of creditors other than micro and small enterprises	4,229.73	4,552.56
Total	**4,531.71**	**4,755.48**

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

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at 31st March 2026	As at 31st March 2025
a) The principal amount remaining unpaid to any supplier at the end of the year	301.98	202.92
b) Interest due remaining unpaid to any supplier at the end of the year	45.50	16.14
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year		
d) The 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 MSMED Act, 2006		
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	45.50	16.14
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006"		

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company and relied upon by the Auditors.

Trade payables Ageing Schedule as at 31st March 2026

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
MSME	301.98	-	-	-	301.98
Others	3,534.31	689.66	5.76	-	4,229.73
Disputed - MSME	-	-	-	-	-
Disputed Dues- Others	-	-	-	-	-
Total	**3,836.29**	**689.66**	**5.76**	**-**	**4,531.71**

Trade payables Ageing Schedule as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
MSME	202.92	-	-	-	202.92
Others	3,919.26	619.00	12.62	1.68	4,552.56
Disputed - MSME	-	-	-	-	
Disputed Dues- Others	-	-	-	-	-
Total	**4,122.18**	**619.00**	**12.62**	**2**	**4,755.48**

23. Other financial liabilities

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
i. Interest accrued but not due	0.34	7.37
ii. Outstanding expenses	248.17	219.47
iii. Creditors for capital goods	94.89	93.99
iv. Employee benefits payable	372.70	317.73
v. Unclaimed Dividend (Equity)	50.13	50.14
Total	**766.23**	**688.70**

During the year ended 31st March, 2026, there was delay in transferring of Rs. 7.93 lakhs pertaining to FY 2017-18 to the Investor Education Protection Fund (IEPF), which was due on 29-11-2025 but was transferred on 27-05-2026.

24. Other current liabilities

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
i. Advances from customers	1,352.89	686.84
ii. Statutory remittances	319.90	156.05
Total	**1,672.79**	**842.89**

25. Liabilities Classified as held for sale

(₹ In Lakhs)

Particulars	As at	
	31st March 2026	31st March 2025
Advance received for Sale of Land	580.56	389.57
Total	**580.56**	**389.57**

26. Revenue from operations

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year Ended 31st March 2025
Sale of cement	9,359.11	9,666.97
Total	**9,359.11**	**9,666.97**

Notes:

a) **Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:**

Particulars	Current Year	Previous Year
Revenue as per contract price	9,518.50	9,666.97
Less: Discounts and incentives	159.39	199.29
Revenue from contract with customers	**9,359.11**	**9,666.97**

b) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers:

Particulars	Current Year	Previous Year
Trade Receivables (Refer Note: 8)	-	-
Contract Liabilities (Refer Note: 24)	1,352.89	686.84

The contract liabilities primarily relate to the advance consideration received from the customers.

c) **Performance obligation:**

All sales are made at a point in time and revenue is recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Company does not have any remaining performance obligation for sale of goods or rendering of services which remains unsatisfied as at March 31, 2026 or March 31, 2025.

d) **Disaggregation of revenue:**

Refer Note 41 for disaggregated revenue information. The management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 "Revenue from contract with customers".

27. Other Income

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest Income	40.35	56.94
Miscellaneous income	17.68	0.80
Excess Provision Written Back	-	28.86
Power Incentive (refer note 45)	100.00	40.00
Total	**158.03**	**126.60**

28. Raw materials consumed

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Opening Stock	50.35	84.86
Add: Purchases during the year	1,399.95	1,449.30
	1,450.30	1,534.16
Less: Closing Stock	67.25	50.35
Total	**1,383.05**	**1,483.81**

Details of raw materials consumed

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Lime stone	572.37	616.98
Fly Ash	326.06	386.45
Gypsum	209.44	182.85
Laterite	111.01	95.66
Consumption - Others	164.17	201.87
Total	**1,383.05**	**1,483.81**

29. Changes in inventories of finished goods and work-in-progress

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Finished Goods	181.61	205.28
Work-in-process	552.20	381.52
Scrap	1.22	1.61
	735.03	588.41
Less: Closing Stock:		
Finished Goods	166.95	181.61
Work-in-progress	105.07	552.20
Srap (discarded assets) -At realisable value	-	1.22
(Increase)/ Decrease in stocks	**463.01**	**(146.62)**

30. Employee Benefits Expense

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Salaries and Wages	1,565.27	1,588.77
Contribution to provident and other funds	74.60	74.17
Gratuity, bonus and incentives	45.91	57.96
Staff welfare expenses	53.19	60.16
Total	**1,738.97**	**1,781.06**

31. Finance Costs

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest expense:		
Working capital loans	33.97	88.79
Term loans	121.18	241.18
Unsecured loans	272.47	239.01
Others	103.50	62.32
Interest on Lease Liability	2.13	0.21
Total	**533.25**	**631.51**

32. Other Expenses

(₹ In Lakhs)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Consumption of stores	253.41	193.32
Legal & Professional Charges	55.53	56.49
Travel Expense	4.10	7.25
Security	59.24	55.54
Bank Charges	14.92	10.38
Computers ERP & Hardware Support	34.02	41.13
Printing & Stationary	5.79	3.84
Repairs to: buildings	-	-
: plant and machinery	94.99	119.85
: others	11.48	5.28
Taxes & Duties	32.06	20.26
Insurance	52.03	63.06
Auditors Remuneration		-
- Statutory Audit Fee	2.50	2.50
- Tax Audit	0.50	0.50
- GST Audit Fee	0.60	0.80
- Certification	0.60	0.60
Mines Expense	1.50	5.53
Miscellaneous Expenses	73.65	66.20
Selling And distribution expenses	15.36	31.45
Total	**712.28**	**683.98**

Explanatory Notes & Other Disclosures

33. Contingent Liabilities (Claims/Demands not acknowledged as debt)

Rs. In lakhs

	As at 31.03.2026	As at 31.03.2025
(i) Bank Guarantee	448.67	451.12

Bank Guarantees are against 100% Fixed deposits

(ii) A.P. General Sales Tax liability of Rs. 18.77 lakhs (Up to 31.03.2025 – Rs. 18.77 lakhs) on packing materials purchased during the accounting years 1990-91 and 1991-92 as the Company preferred appeals before Appellate Authorities and the same are pending.

(iii) In the year 2007-08, A.P. Commercial Tax Department revised the CST Assessment for the year 2000-2001 and demanded Rs. 39.25 lakhs. The company got stayed the demand through an order from Hon'ble High Court of A.P. and the department had collected Rs. 19.09 lakhs around 50% of the demand which is grouped under Other Non-Current assets. On the Company's Appeal to the Sales Tax Appellate Tribunal, the Tribunal has set aside the demand and remanded the matter to assessing authorities. No provision is made in the accounts for the disputed tax of Rs. 39.25 lakhs.

(iv) Karnataka Sales Tax demand of Rs. 6.20 lakhs (Up to 31.03.2025 – Rs. 6.20 lakhs,) for the accounting year 1993-94 as the company preferred an appeal in the Hon'ble High Court of Karnataka.

(v) Income Tax Demand – During the F.Y. 2024-25 the Company has received demand from Income Tax Department for Rs. 592.13 Lakhs pertaining to AY 2023-24. The Company has filed an appeal against such order before CIT(A). The Company believes that the liabilities with respect to the above matter are not likely to arise and therefore, no provision is considered necessary in the financial statements.

(vi) a) **Voltage surcharge:** In the year 2003-04, Central Power Distribution Company of A.P. Ltd. had levied Voltage Surcharge of Rs. 130.29 lakhs for getting the energy through general lines over and above the contracted load instead of dedicated lines. As getting the energy through dedicated line is not within the control of the company, the company challenged the levy before Hon'ble High Court of Andhra Pradesh and the High Court was pleased to pass an order staying the collection of the said levy. However, the Company has paid Rs. 72.06 lakhs (31.03.2025 – Rs. 72.06 lakhs) under protest and shown under Other Non-current assets and the said amount was not provided for in the books. The appeal is pending.

b) **Fuel Surcharge Adjustment (FSA):** FSA for the period from April 2008 to June 2010 amounting to Rs. 248.75 lakhs which were stayed by the Hon'ble High Court of judicature at Hyderabad for the states of Telangana and Andhra Pradesh, were not accounted.

(vii) Commercial tax department, Government of Telangana has issued demand notice for the payment of entry tax Rs.46.89 lakhs pertaining to financial year 2012-13 to 2017-18. The company has filed an appeal before the Appellate Deputy Commissioner (CT), Hyderabad Rural Division, by paying 35% of the disputed tax. As the appeals are dismissed by the Appellate Deputy Commissioner (CT), the Company filed writ petitions before Hon'ble High Court of Telangana and Hon'ble High Court of Telangana has given stay orders.

(viii) Commercial tax department, Government of Telangana has issued a demand notice of Rs. 1445.68 Lakhs towards interest on the delayed repayment of sales tax deferment loan by applying amended Rule 67 of Telangana Value Added Tax Rules. Aggrieved by the order the Company has challenged the demand before Hon'ble High Court of Telangana and the Hon'ble High Court was pleased to pass an order staying the collection of the said levy. Accordingly, no provision is made in these financial statements as of March 31, 2026.

34. Capital Management

The company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the company. The objective of the Company's capital management policy is also to ensure the availability of funds at competitive cost for its operational and developmental needs and maintain a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value

The company determines the amount of capital required because of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings.

The company's policy is aimed at the combination of short-term and long-term borrowings. The company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the company.

The following table summarises debt to equity ratio:

(Rs. In Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Debt	2363.78	5823.67
(b) Cash & Cash Equivalents	50.13	2.85
(c) Net Debt (a -b)	2313.65	5820.82
(d) Total Equity	2566.21	4073.02
Gearing Ratio (c)/(d) (in times)	0.90	1.43

35. Income Taxes

(i) Reconciliation of Tax Expense and Accounting profit multiplied by Applicable tax rate

(Rs. In lakhs)

		Current Year	Previous Year
(i)	**Tax expense recognized in Statement of Profit and loss**		
	a) On continuing operations		
	Current Tax	-	-
	Deferred Tax	(153.59)	(1,205.65)
	Income tax of earlier years	46.54	-

		Current Year	Previous Year
	b) On Discontinued Operations		
	Current Tax	-	-
	Deferred Tax	277.60	114.26
	Total Tax Expense/(Credit)	170.55	(1,091.39)
	Profit/(Loss) before tax from continuing operations	(2409.40)	(3721.30)
	Profit/(Loss) before tax from discontinuing operations	1051.11	352.70
	Profit /(Loss) before tax	(1358.29)	(3368.60)
(ii)	**Effective tax Reconciliation**		
	(a) Profit/(loss) before tax	(1358.29)	(3368.60)
	(b) Applicable tax rate	27.82%	27.82%
	(c) Tax expense/(Credit) on Net profit (a*b)	(377.88)	(937.14)
	(d) Increase/(decrease) in tax expenses on account of:		
	- Effect of unrecognized Deferred Tax Asset on business loss	121.56	0
	- Effect of reversal of MAT Credit earlier recorded	348.18	0
	- Expenses not allowed under income tax	12.34	11.57
	- Deferred Tax created on Earlier Year Losses	0	(169.19)
	- Income tax of earlier years	46.54	0
	- Others	19.81	3.38
	Total (d)	548.43	(154.24)
	(e) Tax Expense as per Statement of Profit and loss (c+d)	**170.55**	**(1091.39)**

36. Employee Benefits:

i) Contributions to Defined Contribution Plans

(Rs. In lakhs)

Particulars	Current Year	Previous Year
Contribution to Provident and other funds	115.19	110.82
Contribution to Employee State Insurance	4.23	3.83
Total	**119.42**	**114.64**

ii) Defined Benefit Plan

a) Gratuity

The Company has defined a benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India.

Disclosure of defined benefit plans based on actuarial reports: (Rs. In lakhs)

Particulars		Current Year	Previous Year
A	**Changes in Present Value of Defined Benefit Obligation**		
	Opening defined benefit obligation	498.69	472.99
	Interest cost	33.47	32.39
	Current services cost	28.53	26.69
	Benefits paid	(42.56)	(48.19)
	Actuarial(gains)/losses on obligation	(29.57)	14.82

Particulars		Current Year	Previous Year
	Closing defined benefit obligation	**488.66**	**498.68**
B	**Changes in Fair Value of Plan Assets**		
	Opening Fair value of plan assets	299.64	346.24
	Expected Return	19.54	22.47
	Contributions	0.76	(39.82)
	Benefits paid	(42.56)	44.16
	Premium expenses	0	0
	Actuarial Gain/loss	1.02	0.08
	Closing fair value of plan assets	**278.40**	**284.81**
C	**Expenses recognized in statement of profit and loss**		
	Current Service Cost	28.53	26.69
	Interest Cost on benefit obligation	33.47	32.39
	Expected return on plan assets	(19.54)	(22.47)
	Total	**42.45**	**36.60**
D	**Expenses recognized in Other Comprehensive Income**		
	Actuarial(gains)/losses on obligation	(29.47)	14.82
	Return on plan assets (greater)/lesser than discount rate	(1.02)	(0.08)
	Total	**(30.49)**	**14.74**
E	**Actuarial Assumptions**		
	Future Salary Rise	5%	5%
	Rate of Discounting	7.28%	7.01%
	Attrition rate	1%	1%
	Mortality table	IALM 2012-14	IALM 2012-14
	Average Balance Service	17.57	18.09

F. Sensitivity Analysis

The financial results are sensitive to the actuarial assumptions. The changes to the Defined Benefit Obligations for an increase/decrease of 1% from the assumed salary escalation, withdrawal and discount rates are given below:

Particulars	31st March 2026 Rs. In Lakhs	
	Increase	Decrease
Salary escalation	45.46	27.70
Attrition rate	20.98	28.57
Rate of Discounting	18.15	42.46

b) Leave Encashment (unfunded) (Rs. In lakhs)

Particulars		Current Year	Previous Year
A	**Changes in Present Value of Defined Benefit Obligation**		
	Opening defined benefit obligation	101.25	102.07
	Interest cost	6.56	6.68
	Current services cost	33.74	10.95
	Benefits paid	(15.47)	(18.87)
	Actuarial(gains)/losses on obligation	(14.96)	0.40
	Closing defined benefit obligation	**111.12**	**101.24**
B	**Expenses recognized in statement of profit and loss**		

	Particulars	Current Year	Previous Year
	Current Service Cost	33.74	10.95
	Interest Cost on benefit obligation	6.56	6.68
	Total	**40.30**	**17.64**
C	**Expenses recognized in Other Comprehensive Income**		
	Actuarial(gains)/losses on obligation	**(14.96)**	**0.400**
D	**Actuarial Assumptions**		
	Future Salary Rise	5%	5%
	Rate of Discounting	7.28%	7.01%
	Attrition rate	1%	1%
	Mortality table	IALM 2012-14	IALM 2012-14

37. Details of CSR Expenditure

(Rs. In lakhs)

Sl. No	Particulars	Year ended 31st March 2026	Year ended 31st March 2025
1)	Amount required to be spent by the Company during the year	Nil	Nil
2)	Amount of expenditure incurred on:		
	(i) Construction/acquisition of any asset		
	(ii) On purposes other than (i) above		
	(iii) Training to promote rural sports, nationally recognised sports, Olympic sports		
3)	Shortfall at the end of the year	Nil	Nil
4)	Total of previous years shortfall	27.32	27.32
5)	Reason for shortfall		
6)	Nature of CSR Activities	Training to promote rural sports, nationally recognized sports, Olympic sports	
7)	Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard:	NA	NA

38. Related Party Disclosures

	Name of Related Parties	Nature of Relationship
a.	Keerthi Holdings private limited (Formerly Hyderabad Bottling private limited).	Enterprises over which key managerial personnel have significant influence
b.	IOU Projects Limited	
c.	DCS SPORTING PRIVATE LIMITED	
d.	Mrs. J Sharada Govardhini (Chief Operating Officer)	Close members of Key Management Personnel

	Name of Related Parties	Nature of Relationship
e.	Mrs. J. Triveni (Executive Chairperson)	Key Management Personnel
f.	Mr. J.S. Rao (Managing Director)	
g.	Mr. P.V. Subba Rao (Chief Financial Officer)	
h.	Ms. Ashdeep Kaur (Company Secretary officer till 31.10.2025)	
i.	Ms. Anupama Iyer (w.e.f 13.11.2025) (Company Secretary)	
j.	Mr. J. Sivaram Prasad (Independent Director)	
k.	Mr. M Ramakrishna Prasad (Independent Director)	
l.	Mr. T.S.R. Anjaneyulu (Independent Director)	
m.	Mr. Krishna Prasad Gondi (Independent Director)	
n.	Mr. J. Venkata Krishna (Non-Executive Director)	

(i) Transaction with Enterprises over which key management personnel have significant influence:

(Rs. In lakhs)

Nature of transactions	Current Year	Previous Year	Receivable/ (Payable) as on 31.03.2026	Receivable/ (Payable) as on 31.03.2025
a) Transactions with Hyderabad Bottling Company				
Inter Corporate Deposits Repayments-			(2252.40)	(2654.28)
Interest Expense on Inter Corporate Deposit (Loan)	272.47	164.20	0	0
Slump Sale of Electronic Division	3600.00	0	0	0
b) Transactions with DCS Sporting				
Sale of Cement	47.10	49.90	0	0

(ii) Transactions with Close members of Key Management Personnel **(Rs. In lakhs)**

Nature of transactions	Current Year	Previous Year	Receivable/ (Payable) as on 31.03.2026	Receivable/ (Payable) as on 31.03.2025
Chief Operating Officer- Remuneration	83.64	76.46	(4.74)	(6.01)
Sale of Cement- DCS Sporting Pvt. Ltd.	47.10	49.90		

(iii) Transactions with Key Management Personnel

a. Executive Chairperson & Managing Director **(Rs. In lakhs)**

Nature of transactions	Current Year	Previous Year	Receivable/ (Payable) as on 31.03.2026	Receivable/ (Payable) as on 31.03.2025
Executive Chairperson Remuneration	120.00	116.13	(78.34)	(30.76)
MD Remuneration	120.00	116.13	(88.21)	(22.15)

b. Others **(Rs. In lakhs)**

Nature of transactions	Current Year	Previous Year	Receivable/ (Payable) as on 31.03.2026	Receivable/ (Payable) as on 31.03.2025
Remuneration-CFO	47.43	66.47	(2.39)	(3.76)
Remuneration-CS	8.81	7.62	(0.69)	(0.63)
Sitting Fees- Directors	3.83	3.43		-

Note:

The above information has been determined to the extent such parties have been identified based on information available with the Company and relied upon by the auditors.

39. Earnings per share

(Rs. In lakhs)

Particulars	Current Year	Previous Year
(a) Profit/loss) after tax	(1528.81)	(2277.22)
(b) Weighted average number of equity shares	80,16,738	80,16,738
(c) Nominal value of Shares (Rs.)	10	10
(d) Earnings Per Share- Basic & Diluted (in Rupees)	(19.07)	(28.41)

40. Fair Value Hierarchy of Financial Instruments

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into level 1 to level 3 as described below.

Level 1 – Quoted prices in an active market:

This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of mutual fund investments.

Level 2 – Valuation techniques with observable inputs:

This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 – Valuation techniques with significant unobservable inputs:

This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Classification on financial assets and financial liabilities **(Rs. In lakhs)**

Particulars	Carrying Amount				Fair Value Hierarchy		
	Amortised cost	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3
As at 31st March 2026							
Financial Assets							
Investments							
Trade Receivables							
Cash and cash equivalents	50.13			50.13			
Bank balances other than (ii) above	76.95			76.95			
Loans	0.87			0.87			
Others	30.02			30.02			
Financial Liabilities							
Borrowings & Lease Liability	2,363.79			2,363.79			
Trade Payables	4,531.71			4,531.71			
Others	766.23			766.23			
As at 31st March 2025							
Financial Assets							
Investments	0.06	336.67		336.73	336.67		
Trade Receivables	469.48			469.48			
Cash and cash equivalents	2.85			2.85			
Bank balances other than (ii) above	153.60			153.60			
Loans	7.44			7.44			

Particulars	Carrying Amount				Fair Value Hierarchy		
	Amortised cost	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3
Others	62.02			62.02			
Financial Liabilities							
Borrowings	5,823.67			5,823.67			
Trade Payables	4,755.48			4,755.47			
Others	688.70			688.70			

41. Financial Risk Management Objectives and Policies

The company is exposed to financial risks arising from its operations and the use of financial investments. The key financial risks include interest rate risk, market risk, credit risk and liquidity risk. The company has a risk management policy which not only covers the foreign exchange risks but also risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management framework aims to:

1. Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the company's business plan.
2. Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

The following sections provide details regarding the Company's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives policies and processes for the management of these risks.

(i) Market Risk:

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk, currency rate risk, interest rate risk and other price risks such as equity risk. Financial instruments affected by market risk include investments in mutual funds.

a. Interest Rate Risk

The interest rate risk is the risk that the fair value or future cash flows of the Company and the Company's financial instruments will fluctuate because of changes in market interest rates. Since the Company has only fixed interest-bearing debts, exposure to interest rate risk is minimal.

b. Foreign Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Company has transactional currency exposures arising from goods supplied or received that are denominated in a currency other than the functional currency. The foreign currencies in which these transactions are denominated are mainly in US Dollars ($). The Company's trade receivable and trade payable balances at the end of the reporting period have similar exposures.

The following table demonstrates the sensitivity in the USD to the Indian Rupee with all other variables held constant. The impact on the company's profit before tax due to changes in the fair value of monetary assets and liabilities is given below:

(Rs. In lakhs)

Particulars	Change in Rate	For the year ended 31st March 2026	For the year ended 31st March 2025
USD	+0.50%	0.20	0.26
	-0.50%	(0.20)	(0.26)

c. Foreign Currency risk

Other price risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk) whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

The Company is exposed to price risk arising mainly from investments in Mutual Funds recognized at FVTPL.

Sensitivity analysis of 1% change in price of security as on reporting date.

(Rs. In lakhs)

Particulars	Impact on Profit & Loss		Impact on OCI	
	2025-26	2024-25	2025-26	2024-25
Mutual Fund (1% change in price)	Nil	336.67	Nil	Nil
Total	Nil	336.67	Nil	Nil

(ii) Credit Risk:

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises from its operating activity primarily from trade receivable and from its financial activity. Customer credit risk is controlled by analysis of credit limit and credit worthiness of the customer on a continuous basis to whom the credit has been granted.

Long outstanding receivable from customers are regularly monitored. The maximum exposure to credit risk at the reporting date is the carrying value of trade and other receivable.

(iii) Liquidity Risk:

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The company ensures that it has sufficient cash on demand to meet expected operational demands, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted.

Maturity profile of financial liabilities

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. In Lakhs)

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
As at 31 March 2026				
Borrowings (current and non- current)	72.11	2272.66		2344.77
Lease Liability	9.28	9.73		19.01
Trade Payables	4531.71			4531.71
Other financial liabilities	766.23			766.23
As at 31 March 2025				
Borrowings (current and non -current)	1598.30	4198.37	-	5796.67
Lease Liability	7.99	19.01	-	27.00
Trade Payables	4755.48	-	-	4755.48
Other financial liabilities	688.70	-	-	688.70

42.Discontinued Operations and Slump Sale of Electronic Division:

Consequent to the approvals received from the Board of Directors on 29th May, 2025 and from the shareholders on July 10, 2025, the Company has completed transfer of the Company's Electronic Division Business On 31 March, 2026 to Hyderabad Bottling Co. Pvt. Ltd. (Related Party) as a going concern by way of a slump sale for a consideration of Rs. 3600 Lakhs. Gain on disposal of assets/liabilities amounting to Rs. 821.89 lakhs which is an exceptional in nature, has been disclosed under the discontinued operations. Accordingly, as per Ind AS 105 -Non- Current Assets Held for Sale and Discontinued Operations, the results of Electronics Division business as discontinuing operations in the financial results for all the periods presented.

(a) Details of assets and liabilities disposed off, and the calculation of the profit or loss on disposal are explained below:

	31st March 2026
(i) Consideration Received	
	3600.00
Total Consideration	3600.00
(ii) Carrying value of assets and liabilities as on the date of disposal	
Non - Current Assets	1626.29
Current Assets	2109.88
Total Assets	3736.17
Non-Current Liabilities	470.47
Current Liabilities	487.58
Total Liabilities	958.05
Net Assets Disposed off	2778.12
(iii) Gain on sale of Electronic Division	3600.00
Consideration on sale of Electronic Division	2778.11
Less: Net Assets Disposed off	
Gain on sale of Electronic Division	821.89

(b) Financial Performance of Discontinued Operations:

	Year ended 31st March 2026	Year ended 31st March 2025
Revenue including other income	2392.74	2429.65
Expenses	2163.52	2076.95
Profit before income tax	229.22	352.70
Income tax expense	277.60	114.27
Profit after Income tax	(48.38)	238.43
Gain on sale of Electronic Division	821.89	
Profit from discontinued Operation	773.51	238.43

(c) Net Cash Flows attributable to Discontinued Operations

	Year ended 31st March 2026	Year ended 31st March 2025
Net Cash from operating activities	1051.11	352.70
Net Cash from investing activities	(262.04)	(249.30)
Net Cash from financing activities	746.07	128.72

43. Segment Information

The company's operating segments are established on the basis of those components of the company that are evaluated regularly by the Chairman & Managing Director {the 'Chief Operating Decision Maker as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

The Company had reported two principal operating and reporting segments Viz; Cement & Electronics till FY 2024-25. However, during the current year the Electronics division was sold effective from 31st March 2026. Information about this discontinued segment is provided in Note 42.

Therefore, As on 31st March 2026, there is only one operating and reporting segment namely, "Cement". However, the Company has disclosed the following geographical information as follows:

(a) Information about Products and Services

(Rs. In Lakhs)

Products	For the year ended 31st March 2026	For the year ended 31st March 2025
Continued Operation:	9,359.12	9,666.97
Discontinued Operation:	2,323.65	2307.16
TOTAL	**11,974.13**	**21,211,.79**

(b) Information about geographical areas

(Rs. In Lakhs)

Geographical Location	Revenues	Non-Current Assets other than financial instruments and deferred tax assets
Continued Operation:		
(A) Within India	9,359.11	9235.31
(B) Outside India	-	-
Discontinued Operation:		
(A) Within India	2,069.09	
(B) Outside India		
USA	241.33	-
Malaysia	16.24	
TOTAL	**11,685.77**	

(c) Information about major customers

There are no revenues from transactions with a single customer amounting to 10% or more revenue during the current year and previous year.

44. Financial Ratios

Sl. No.	Particulars	Numerator	Denominator	FY 2026	FY 2025	% Variance	Refer Note
(a)	Current Ratio (in times)	Current Assets	Current Liabilities	0.23	0.52	-55%	i
(b)	Debt-Equity Ratio (in times)	Debt	Equity	0.92	1.43	-36%	ii
(c)	Debt Service Coverage Ratio (in times)	Earnings Available for Service	Interest + Principal	0.16	-0.67	NA	NA
(d)	Return on Equity Ratio (in %)	PAT	Average equity	-46%	-44%	-6%	i
(e)	Inventory turnover ratio (in times)	Net sales	Average Inventory	6.89	4.74	45%	iii

Sl. No.	Particulars	Numerator	Denominator	FY 2026	FY 2025	% Variance	Refer Note
(f)	Trade Receivables turnover ratio (in times)	Net sales	Average trade receivable	49.78	22.42	122%	iv
(g)	Trade payables turnover ratio (in times)	Purchases and Expenses	Average trade payable	1.95	2.97	-34%	i
(h)	Net capital turnover ratio (in times)	Net sales	Net Working capital	-1.51	-2.96	-49%	i
(i)	Net profit ratio (in %)	PAT	Net sales	-13%	-19%	-31%	i
(j)	Return on Capital employed (in %)	EBIT	Average capital employed	11%	-26%	-143%	i

Notes

i) During the financial year ended March 2026, there had been a decline in the sales volume and price when compared to the previous financial year, this impacted operating margins and increase in loss, resulting in to variations in ratios as reported above. The Current Ratio decreased primarily due to increase in current liabilities, leading to lower short-term liquidity.

ii) "The decline in the Debt-to-Equity ratio was driven by debt reduction, funded entirely by the proceeds of the year's slump sale."

iii) The Inventory Turnover Ratio increased mainly due to a reduction in average inventory levels during the year.

iv) The Trade Receivable Turnover Ratio increased primarily due to reduction in debtors pertaining to Electronic Division which was sold under slump sale.

45. **Recognition of Government Grant** – Power Subsidy: During the year, the Company received an amount of ₹100 lakhs received from the Government of Telangana as a one-time incentive for the erection of a 132 KV transmission line, in accordance with the applicable incentive scheme approved by the commissioner of industries.

46. The Government of India has consolidated 29 existing labour legislations into a unified framework comprising four labour codes viz the Code on Wages, 2019, the Code on Social Security, 2020. The Industrial Relations Code, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the "Codes"). The Codes have been made effective from November 21, 2025. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The incremental impact of these changes, assessed by the Company, on the basis of the information available, consistent with the guidance provided by the Institute of Chartered Accountants of India, is not material and has been recognised in the financial results of the Company for the year ended March 31, 2026. Further, the Company continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and will continue to assess the accounting implications basis such developments/ guidance, if required.

47. Additional information

i) The Company does not have any Benami property and neither have any proceedings been initiated or is pending against the Company for holding any Benami property.

ii) The Company does not have any transactions with companies struck off.

iii) As of March 31, 2026, the register of charges of the Company as available in records of the Ministry of Corporate Affairs (MCA) includes charges that were created/modified since the inception of the Company. There are certain changes which are historic in nature, and it involves practical challenges in obtaining no-objection certificates (NOCs) from the charge holders of such charges, despite repayment of the underlying loans. The Company is in the continuous process of filing the charge satisfaction e-form with MCA, within the timelines, as and when it receives NOCs from the respective charge holders.

iv) The Company has not been declared a willful defaulter by any bank or financial institution or any other lender during the current period.

v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other people or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii) The loan has been utilised for the purpose for which it was obtained, and no short-term funds have been used for long-term purposes.

i) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

iii) The Company does not have 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).

48. Previous Year's figures have been reclassified, wherever necessary so as to conform with those of Current Year.

As per our report of even date
for Brahmayya & CO.
Chartered Accountants
Firms' Registration No.: 000513S

Sd/-
(P. Chandramouli)
Partner
Membership Number: 025211

Place: Hyderabad
Date: 27-05-2026

For and on behalf of Board of Directors

Sd/-
(J. Triveni)
Executive Chairperson
DIN:00029107

Sd/-
(J.S. Rao)
Managing Director
DIN:00029090

Sd/-
(P. V. Subba Rao)
Chief Financial Officer

Sd/-
(Anupama Iyer)
Company Secretary

Keerthi Industries Limited