

**THIRTY FOURTH ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH 2026**

**GYAN DEVELOPERS AND BUILDERS LIMITED
(CIN: L70101TN1992PLC022624)**

GYAN DEVELOPERS AND BUILDERS LIMITED

CORPORATE INFORMATION (2025-26)

BOARD OF DIRECTORS

Mr. T. ASHOK RAJ	- Managing Director
Mrs. SUNITA MAHENDAR RAJ	- Director & CFO
Mr. NIHAL CHAND	- Director (NEID)
Mr. DALEL SINGH RATHORE*	- Director (NEID)
Ms. BELA PAREKH	- Company Secretary & Compliance Officer

*Appointed w.e.f 31.03.2026

STATUTORY AUDITORS

- G C DAGA & Co
Chartered Accountants
Sri Balaji Complex,
14 Veerappan Street, II Floor
Chennai – 600 001
Email id: cagcdaga@gmail.com

CIN

- L70101TN1992PLC022624

REGISTERED OFFICE

- Gyan Kiran, Door No.6,
Hanumantha Rao Street
T.Nagar, Chennai – 600017
E-mail: gyandevelopers@yahoo.com

BANKER

- Tamil Nadu Mercantile Bank Ltd
Chennai - 600 017

SHARE TRANSFER AGENT

- M/s Integrated Registry Management Services Pvt. Ltd.,
Kences Towers, No.1 Ramakrishna St, North Usman Road,
T. Nagar, Chennai – 600017
Ph: 28140801-03, Fax: 28142479
E-mail: corpserv@iepindia.com

BSE SCRIP CODE NO.

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GYAN DEVELOPERS AND BUILDERS LIMITED

Regd Off: Gyan Kiran, Door No. 6, Hanumantharao Street,
T. Nagar, Chennai – 600 017

CIN: L70101TN1992PLC022624

E-mail: gyandevlopers@yahoo.com

NOTICE TO MEMBERS

Notice is hereby given that the **34th ANNUAL GENERAL MEETING ("AGM")** of the Members of **M/s. GYAN DEVELOPERS AND BUILDERS LIMITED ("Company")** will be held on Friday, the 11th day of September 2026, at 12.30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2026, the Profit and Loss Account and Cash flow statement of the Company for the period ending 31.03.2026 and the reports of the Directors and Auditors.

"RESOLVED THAT the Audited Financial Statements of the Company for FY 2025-26 consisting of the Balance Sheet, the Statement of Profit and Loss, the Statement of Cash flow and the Notes forming part thereof together with the Auditors' Report and Board's Report thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted."

2. To appoint a Director in the place of Ms. Sunita, (DIN: 01751554), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Sunita, (DIN: 01751554), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **Appointment of Mr. Dalel Singh Rathore (DIN: 10766167) as an Independent Director of the Company.**

To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:

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“RESOLVED THAT pursuant to Section 149, 150, 152, read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dalel Singh Rathore (DIN: 10766167) who was appointed as an Additional Director / Independent Director by the Board w.e.f. 31.03.2026 u/s 161 of the Act and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing proposing his candidature as a Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of five years w.e.f. 31.03.2026 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Mr. T Ashok Raj, Managing Director (DIN: 00575471), be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient in this regard on behalf of the Company.

By Order of the Board
For **GYAN DEVELOPERS AND BUILDERS LIMITED**

Place: Chennai
Date: 11.08.2026

Sd/-
T. Ashok Raj
Managing Director
DIN: 00575471

NOTES

1. The Ministry of Corporate Affairs (“MCA”), Government of India has vide its Circular No. 03/2025 dated 22.09.2025 read with General Circulars No.20/2020 dated May 05, 2020 permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (VC) / Other Audio Visual Means (OAVM), till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Circulars, the AGM of the Company is being held through VC / OAVM.

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2. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 3. Since the AGM will be held through VC / OAVM, the Route Map, Attendance Slip and Proxy Form are not attached to this Notice.
 4. Though a Member, pursuant to the provisions of the Act, is entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a Member of the Company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC / OAVM pursuant to the Circulars.
 5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
 6. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
 7. Members are requested to intimate the changes in their respective mailing address either to the Company or RTA in case of shares held in physical form or to their respective Depository Participants (DPs) in case of shares held in dematerialized form.
 8. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities.

SEBI has vide its amendment Circular Nos. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 read with previous circulars issued in this regard has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN,

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choice of nomination, contact details including mobile number, bank account details and specimen signature.

9. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with the Company / RTA, in case the shares are held by them in physical form.
10. SEBI vide Circular dated 25th January 2022 mandated issuance of Securities in Dematerialized Form in case of Investor Service Requests viz., Issue of Duplicate Share Certificates, Claim from Unclaimed Suspense Account, Renewal / Exchange of Share Certificates, Endorsement, Sub-division / Splitting of Share Certificates, Consolidation of Share Certificates / Folios, Transmission, Transposition, etc.
11. In line with the MCA Circulars, the Notice convening the AGM and the Annual Report for the year 2025-26 is made available on the of the Stock Exchange (i.e.) BSE Limited at www.bseindia.com. The Notice and the Annual Report are also made available on the website of CDSL (agency providing the remote e-Voting facility and e-Voting system during the AGM) (i.e.) www.evotingindia.com.
12. Information pursuant to regulations 36(3) & (5) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect to the Directors seeking appointment / re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
13. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM.
14. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM (i.e.) 11th September 2026. Members seeking to inspect such documents can send e-mail to gyandevlopers@yahoo.com.

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INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING SYSTEM:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide remote e-Voting as well as e-Voting facility during the AGM to its Members through Central Depository Services (India) Limited (CDSL), in respect of the businesses to be transacted at the 34th Annual General Meeting.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The Company has appointed M/s. A K Jain & Associates, Practising Company Secretaries represented by its Partners Mr. Balu Sridhar (M.No. F5869), failing which, Mr. Anil Kumar Jain (M.No. F4851), as the Scrutinizer for conducting both the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner and they have communicated their willingness for the same.
4. The Members who have cast their vote by remote e-Voting may also attend the meeting but shall not be entitled to cast their vote again during the AGM.
5. The voting rights of the Members / Beneficial Owners shall be reckoned on the Equity Shares held by them as on 4th September 2026 being the "cut-off" date. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote through remote e-Voting or e-Voting system available during the AGM.

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6. 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 (i.e.) 4th September 2026, only shall be entitled to avail the facility of e-Voting.
 7. The Scrutinizer, after first scrutinizing the votes cast through e-Voting system available during the AGM and thereafter, the votes cast through remote e-Voting will, not later than two days of conclusion of the meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman for declaring the results.
 8. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.
 9. Subject to the requisite number of votes cast in favour of the Resolution(s), the same shall be deemed to be passed on the date of the meeting (i.e.) 11th September 2026.

Instructions to Members with regard to remote e-voting, attending and e-voting at the AGM of the Company held through Video Conferencing ('VC') other permitted Audit Visual Means ('OAVM') as an e-AGM:

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

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Tuesday, 8th September 2026 at 9.00 A.M. (IST)** and ends on **Thursday, 10th September 2026 at 5.00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) i.e Friday, 4th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

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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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual	1) If you are already registered for NSDL IDeAS facility, please

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Shareholders holding securities in demat mode with NSDL Depository	visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 & voting during the meeting.

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

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

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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. **For CDSL:** 16 digits beneficiary ID,
 - b. **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <**GYAN DEVELOPERS AND BUILDERS LIMITED**> on which you choose to vote.

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- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution, and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gyandevlopers@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at gyandevelopers@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at gyandevelopers@yahoo.com. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (gyandevelopers@yahoo.com)/ RTA email id (yuvraj@integratedindia.in).

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2. **For Demat shareholders** - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Information at a glance:

Particulars	Details
Day, Date & Time of AGM	Friday, 11 th September, 2026, at 12.30 P.M.
Mode	Through Video Conferencing ('VC') / Other Audio Video Means ('OAVM')
Cut-off date for Voting	Friday, 4 th September, 2026,
E-voting – Start time & date	Tuesday, 8 th September, 2026, at 9.00 A.M.
E-voting – End time & date	Thursday, 10 th September, 2026, at 5.00 P.M.

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Additional Information of Directors with regard to appointment / re-appointment, as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI:

Particulars	Director	
Name of the Director	Ms. Sunita	Mr. Dalel Singh Rathore
DIN	01751554	10766167
Date of Birth & Age	12.08.1973 & 53 years	02.11.1976 & 49 years
Date of first appointment	02.12.2003	31.03.2026
Brief resume, Qualification, Expertise	She is an Intermediate and has experience of two decades in the business and has been director of the Company since 02.12.2003.	He is a Commerce graduate with 5 years' experience in the field of real estate.
Disclosure of relationships between directors inter-se	Ms. Sunita is sister-in-law of Managing Director	NA
Directorship in other listed companies	Nil	Nil
Chairman/Member of other Committee in Limited companies	Nil	Nil
Skills and capabilities required for the role of Independent Director	NA	Real Estate
No. of shares held as at 31-03-2026	1,59,900	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.3:

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Dalel Singh Rathore as an Independent Director of the Company, for a term of five years, with effect from 31.03.2026, subject to the approval of the shareholders. Mr. Dalel Singh Rathore fulfils the terms and conditions specified under the

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Companies Act, 2013 and the Rules made thereunder appointment as an Independent Director.

The Company has received from him (i) Consent to act as Director in Form DIR-2; (ii) Notice of Interest by Director in Form MBP-1; (iii) Intimation in Form DIR-8, in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act; and (iv) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

The Board of Directors are of the opinion that he is independent of the Management and that after evaluation of his expertise and other attributes, his association would be of immense benefit to the Company and it is desirable to avail his services as Independent Director. Accordingly, the said resolution is placed before the members for their approval.

Except Mr. Dalel Singh Rathore none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

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DIRECTORS' REPORT

Your Directors have pleasure in presenting the 34th Annual Report together with Audited accounts for the year ended 31.03.2026.

1. FINANCIAL RESULTS:

The summarized financial results for the year ended 31.03.2026 and for the previous year 31.03.2026 are as under:

(Rs. In 00's)

Particulars	31.03.2026	31.03.2025
Total revenue	15,500.00	3,51,682.00
Total expenditure	19,941.00	2,14,625.00
Profit before tax	(4,441.00)	1,37,057.00
Less: Tax expenses		
Current Year Tax	0	40,873.00
Previous Year Tax	(4,593.00)	0
Deferred Tax	175.00	163.00
Profit after tax	(23.00)	96,021.00

2. FINANCIAL OVERVIEW:

During the year under review, the total revenue of your company was Rs. 15,50,000/- as compared to previous year revenue of Rs. 3,51,68,200/-. The Net Loss for the year is Rs. 2,300/- as against previous year profit of Rs. 96,02,100/-. The decline in revenue and the resultant loss was primarily due to the absence of significant buying and selling transactions in vacant land during the year under review.

3. CHANGE IN THE NATURE OF BUSINESS:

Your Company is engaged in buying and selling vacant land. There is no change in the nature of business during the year compared to previous year.

4. DIVIDEND:

In view of the loss incurred by the Company during the financial year under review, your directors do not recommend any dividend for the financial year.

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5. TRANSFER TO RESERVES:

No amount is proposed to be transferred to General Reserves during the year.

6. DEPOSITS:

The company has not accepted or invited any deposits under the provisions of the Companies Act, 2013, and rules related thereto.

7. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES & PERFORMANCE THEREOF:

Your Company does not have any subsidiary, joint venture, associate company as on March 31, 2026. Hence, the details and performance thereof does not arise.

8. SHARE CAPITAL:

A. AUTHORISED SHARE CAPITAL:

There is no change in authorized share capital during the year. The Authorized Share Capital of the Company as on 31.03.2026 stood at Rs. 5,00,00,000/- (Rupees Five Crores only) comprising of 50,00,000 equity shares of Re. 10/- (Rupees Ten) each.

B. PAID UP SHARE CAPITAL:

The Paid-Up Share Capital of the Company as on 31.03.2026 stood at Rs. 3,00,00,000/- (Rupees Three Crores only) comprising of 30,00,000 equity shares of Re. 10/- (Rupees Ten) each.

During the year under review, the Company has not issued any Equity Shares, Sweat Equity Shares or Shares with Differential Rights or under Employee Stock Option Scheme nor did it Buy Back any shares.

9. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

10. INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

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11. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

12. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186:

The Company has not advanced any loans, given guarantees, provided security nor made investments covered under Section 186 of the Companies Act, 2013.

13. BOARD OF DIRECTORS AND ITS COMMITTEES:**A. BOARD OF DIRECTORS:****(1) COMPOSITION OF THE BOARD OF DIRECTORS:**

The Board of Directors of the Company comprises of Four (4) Directors of which two Directors are Non-Executive Independent Director. The Company has received necessary declarations from the Independent Directors stating that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

SN	DIN	Name of the Director	Designation
1	00575471	Mr. T Ashok Raj	Managing Director
2	01751554	Ms. Sunita	Director
3	08881090	Mr. Nihal Chand	Director
4	10766167	Mr. Dalel Singh Rathore*	Additional Director

*Appointed w.e.f 31.03.2026

(2) KEY MANAGERIAL PERSONNEL:

As per Section 203 of the Companies Act, 2013, following are the KMP's of the Company:

SN	DIN/ PAN	Name of the Key Managerial Personnel	Designation
1	00575471	Mr. T Ashok Raj	Managing Director
2	01751554	Ms. Sunita	Chief Financial Officer
3	CTLPP0491E	Ms. Bela Parekh	Company Secretary

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(3) CHANGE IN DIRECTORS:

The details of appointment, change in designation of Directors and Key Managerial Personnel during the year are mentioned below:

SN	DIN	Name of the Director	Designation	Particulars
1	00575471	Mr. T. Ashok Raj	Managing Director	Confirmation of Re-appointment as MD w.e.f 28.01.2025 in the AGM held on 19.09.2025
2	10766167	Mr. Dalel Singh Rathore	Additional Director	Appointment as Additional Director (Independent) w.e.f 31.03.2026

(A) CONFIRMATION OF RE-APPOINTMENT OF MANAGING DIRECTOR:

The tenure of Mr. T. Ashok Raj as Managing Director (DIN: 00575471) of the Company expired on 28.01.2025. The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed him for a term of three years effective from 28.01.2025, was confirmed by the Shareholders in the 33rd Annual General Meeting held on 19.09.2025.

(B) APPOINTMENT & CONFIRMATION OF INDEPENDENT DIRECTOR:

Mr. Dalel Singh Rathore (DIN: 10766167) was appointed as an Additional Director (Independent) by the Board in their meeting held on 31.03.2026 for a term of five years w.e.f. 31.03.2026 subject to approval of the Members at the ensuing Annual General Meeting.

(4) RETIREMENT BY ROTATION:

In terms of Section 152 of the Companies Act, 2013, Ms. Sunita, (DIN: 01751554), Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

(5) MEETINGS:

During the year under review, the Board of Directors met Five (5) times on 28.05.2025, 11.08.2025, 13.11.2025, 13.02.2026 & 31.03.2026. The gap between two

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Board meetings is not more than 120 days. The details of the Directors participation at the meetings held are provided hereunder:

SN	Name of the Directors	Designation & Category	No. of Meetings in the year 2025-26		Attend ed 33 rd AGM	No. of other Directorship in other Public/ Private Companies
			Held	Attended		
1	Mr. T. Ashok Raj	MD	5	5	Yes	Nil
2	Ms. Sunita	Director (NED)	5	5	Yes	Nil
3	Mr. Nihal Chand	Director (NEID)	5	5	Yes	1
4	Mr. Dalel Singh Rathore*	Director (NEID)	0	0	NA	Nil

*Appointed w.e.f 31.03.2026

NEID – Non-Executive Independent Director

NED – Non-Executive Director

MD – Managing Director

(B) INDEPENDENT DIRECTORS:**(i) MEETING OF INDEPENDENT DIRECTORS:**

During the year, in terms of requirements under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors was held on 31.03.2026, without the presence of the other Directors and Management.

(ii) APPOINTMENT OF INDEPENDENT DIRECTOR:

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors appointed Mr. Dalel Singh Rathore (DIN: 10766167) as an Independent Director of the Company w.e.f 31.03.2026 subject to the approval of the Members at the General Meeting.

(iii) DECLARATION OF INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have submitted declarations that they meet the criteria of independence as provided in Section 149(6) of the Act and rules framed thereunder.

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(C) COMMITTEES OF THE BOARD:

(1) AUDIT COMMITTEE:

As per the provisions of Section 177 of the Companies Act, 2013:

- ❖ Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- ❖ Review and monitor the Auditor's independence and performance and effectiveness of audit process.
- ❖ Review with the Management the quarterly Financial Statements and the annual Financial Statements and the Auditor's Report thereon, before submission to the Board for approval, with particular reference to:
 - ✓ matters required to be included in the Director's responsibility statement to be included in the board's report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - ✓ disclosure of any related party transactions.
 - ✓ modified opinion(s) in the draft audit report
- ❖ Approval or any subsequent modification of transactions of the Company with related parties.
- ❖ Scrutiny of inter-corporate loans and investments.
- ❖ Valuation of undertakings or assets of the Company, wherever it is necessary.
- ❖ Evaluation of internal financial controls and risk management systems.
- ❖ Monitoring the end use of funds raised through public offers and related matters.

COMPOSITION OF THE AUDIT COMMITTEE:

The Audit Committee is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013. The Audit committee comprises of Three (3) members and the committee met Four (4) times during the year on 28.05.2025, 11.08.2025, 13.11.2025, & 13.02.2026. The composition of the Audit Committee and details of the members participation at the meeting held are provided hereunder:

SN	Name of Directors	Designation	Category	No. of Meetings	
				Held	Attended
1	Mr. Nihal Chand	Chairman	NEID	4	4
2	Ms. Sunita	Member	NED	4	4
3	Mr. T. Ashok Raj	Member	ED	4	4

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NEID – Non-Executive Independent Director
ED – Executive Director

NED – Non-Executive Director

In order to adhere to the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee was re-constituted with effect from 31.03.2026, comprising the following Directors:

SN	Name of Directors	Designation	Category
1	Mr. Nihal Chand	Chairman	NEID
2	Ms. Sunita	Member	NED
3	Mr. T. Ashok Raj*	Member	ED
4	Mr. Dalel Singh Rathore**	Member	NED

*Ceased w.e.f 31.03.2026

*Appointed w.e.f 31.03.2026

NEID – Non-Executive Independent Director
ED – Executive Director

NED – Non-Executive Director

(2) **NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013. In compliance with Section 178 of the Companies Act, the Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration and including criteria for determining qualifications, positive attributes, independence of Directors and other matters.

The terms of reference of the Committee inter alia, include the following:

- ❖ Succession planning of the Board of Directors and Senior Management Employees;
- ❖ Identifying and selecting candidates for appointments as Directors / Independent Directors based on certain laid down criteria;
- ❖ Identifying potential individuals for appointments as Key Managerial Personnel and to other Senior Management positions;
- ❖ Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their remuneration;

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- ❖ Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long-term objectives of the Company.

COMPOSITION OF THE NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee is constituted in compliance with the provisions of Section 178 of the Companies Act, 2013. The Nomination & Remuneration Committee comprises of Three (3) members and the committee met Two (2) times during the year on 11.08.2025 & 31.03.2026. The composition of the Nomination & Remuneration Committee and details of the members participation at the meeting held are provided hereunder:

SN	Name of Directors	Designation	Category	No. of Meetings	
				Held	Attended
1	Mr. Nihal Chand	Chairman	NEID	2	2
2	Ms. Sunita	Member	NED	2	2
3	Mr. T. Ashok Raj	Member	ED	2	2

NEID – Non-Executive Independent Director

NED – Non-Executive Director

ED – Executive Director

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Nomination & Remuneration Committee was re-constituted with effect from 31.03.2026, comprising the following Directors:

SN	Name of Directors	Designation	Category
1	Mr. Nihal Chand	Chairman	NEID
2	Ms. Sunita	Member	NED
3	Mr. T. Ashok Raj*	Member	ED
4	Mr. Dalel Singh Rathore**	Member	NED

*Ceased w.e.f 31.03.2026

**Appointed w.e.f 31.03.2026

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NEID – Non-Executive Independent Director
ED – Executive Director

NED – Non-Executive Director

(3) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Committee looks into transfer of shares and the investor's grievances, if any, and redresses them expeditiously. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013.

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2026:

(a)	The number of investor complaints received during the year	Nil
(b)	The number of investor complaints not solved to the satisfaction of Shareholders	Nil
(c)	The number of pending complaints as on date	Nil

COMPOSITION OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises of Three (3) members and the committee met One (1) time during the year on 11.08.2025. The composition of the Stakeholders Relationship Committee and details of meeting held are provided hereunder:

SN	Name of Directors	Designation	Category	No. of Meetings	
				Held	Attended
1	Ms. Sunita	Chairperson	NED	1	1
2	Mr. Nihal Chand	Member	NEID	1	1
3	Mr. T. Ashok Raj	Member	ED	1	1

NEID – Non Executive Independent Director

NED – Non-Executive Director

ED – Executive Director

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Stakeholders Relationship Committee was re-constituted with effect from 31.03.2026, comprising the following Directors:

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SN	Name of Directors	Designation	Category
1	Ms. Sunita	Chairperson	NED
2	Mr. Nihal Chand	Member	NEID
3	Mr. T. Ashok Raj*	Member	ED
4	Mr. Dalel Singh Rathore**	Member	NED

*Ceased w.e.f 31.03.2026

**Appointed w.e.f 31.03.2026

NEID – Non-Executive Independent Director

NED – Non-Executive Director

ED – Executive Director

14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered / evaluated the Boards' performance, performance of the Chairman and other Non-Independent Directors.

The Board subsequently evaluated its own performance, the working of its Committees and the Independent Directors.

15. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirements of Section 134(5) of the Companies Act, 2013, we, on behalf of the Board of Directors, hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made for the same.
- appropriate accounting policies have been selected and applied consistently, and have 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 as at March 31, 2026 and of the Loss of the Company for the year ended March 31, 2026
- proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,

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- d) the annual accounts have been prepared on a going concern basis
- e) The Internal Financial Controls had been laid down, to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. STATUTORY AUDITORS:

M/s. G C Daga & Co, Chartered Accountants, Chennai (FRN: 000668s), were appointed as Statutory Auditors of the Company for a period of five years in the 31st Annual General Meeting held on 23.12.2023. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and rules framed there under for their re-appointment as Statutory Auditors of the Company.

17. AUDITORS REPORT:

The Auditors did not make any qualification, reservation or adverse remark or disclaimer on the financial statements prepared as per Section 133 of Companies Act, 2013, and notes on Accounts annexed thereto. The Auditors have not reported any frauds under sub-section (12) of section 143 of the Companies Act, 2013 during the year under review.

18. SECRETARIAL AUDIT:

The Board of Directors, pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, engaged the services of Ms. A.K. Jain & Associates, Company Secretary in Practice, Chennai as the Secretarial Auditor of the Company, to carry out the Secretarial Audit of the Company for the financial year ended March 31, 2026. The Secretarial Audit Report in Form MR-3 forms part of this report and is attached as **Annexure "A"** to this Report.

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19. REPLY TO SECRETARIAL AUDITOR REMARKS:

SN	Auditors Observation	Reply to Observation
1	The Company did not maintain a functional website as prescribed under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The company is taking necessary steps to develop a functional website and will be deployed at the earliest.
2	The composition of the Board of Directors of the Company did not comprise with required number of Independent Directors from 01.04.2025 to 30.03.2026 as per Section 149 of the Companies Act, 2013.	Pursuant to Appointment of an Independent Director on 31.03.2026, the Board of directors are duly constituted with optimum combination of Executive, Non-executive, Independent and woman directors & the composition of the committee's are reconstituted in compliance with the provisions of Companies Act 2013.
3	The composition of the Audit Committee did not comprise with required number of Independent Directors from 01.04.2025 to 30.03.2026 as per Section 177 of the Companies Act, 2013.	
4	The composition of the Nomination & Remuneration Committee did not comprise with required number of Independent Directors from 01.04.2025 to 30.03.2026 as per Section 178 of the Companies Act, 2013.	
5	The Company has not appointed an Internal Auditor for the year 2025-26.	The Company is in the process of identifying and appointing an Internal Auditor.
6	The Company has belatedly submitted the Shareholding pattern for the quarter ended 31.12.2025 with the Stock Exchange as prescribed under Regulation 31 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 and paid the penalty as imposed by	The Company acknowledges the observation and confirms that the applicable penalty imposed by BSE Limited has been duly paid. The Company is taking necessary steps to strengthen its compliance and monitoring mechanisms to ensure

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	BSE Limited.	timely submission of the Shareholding Pattern and avoid recurrence of such delays.
7	During the year under review, the Company did not maintain a Standard Operating Process under Regulations 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 for ensuring Compliance with Structured Digital Database (SDD).	The Company is taking necessary steps to formulate and implement the requisite Standard Operating Process (SOP) for maintenance and compliance of the Structured Digital Database (SDD) in accordance with Regulations 3(5) and 3(6) of the SEBI (PIT) Regulations, 2015.

20. DISCLOSURE OF ACCOUNTING TREATMENT:

The financial statements of the Company have been prepared in accordance with the Section 133 of the Companies Act, 2013 and Indian Accounting Standard Rules, 2015, which became applicable on the Company w.e.f. 01.04.2017.

21. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company does not fall under the class of Companies mentioned under Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility) Rules, 2014. Hence, the Company has not spent any funds towards Corporate Social Responsibility (CSR).

22. VIGIL MECHANISM:

In compliance with the provisions of Section 177(9) the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company.

23. MANAGEMENT DISCUSSION & ANALYSIS:

A detailed analysis on the performance of the industry, the company, internal control systems, risk management are enumerated in the Management Discussion and Analysis Report forming part of this report and annexed as **Annexure "B"**.

24. CORPORATE GOVERNANCE REPORT:

As Prescribed under Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulations 17 to 27 of SEBI (LODR) Regulations

GYAN DEVELOPERS AND BUILDERS LIMITED

Regd Off: Gyan Kiran, Door No. 6, Hanumantharao Street,
T. Nagar, Chennai – 600 017

CIN: L70101TN1992PLC022624

E-mail: gyandevlopers@yahoo.com

2015 do not apply to your Company, as the Company's share capital and net worth is below the threshold limit prescribed under the said Regulation. Hence, the report on Corporate Governance is not provided.

25. CODE OF CONDUCT:

As prescribed under SEBI (LODR) Regulations, 2015, a declaration signed by Managing Director affirming compliance with the Code of Conduct by the Directors and senior management personnel of the Company for the financial year 2025-26 is given in **Annexure "C"**.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The Company has not entered into transaction with the related parties u/s 188 of the Act, during the year under review.

27. ANNUAL RETURN:

The annual return is available for inspection of the members at the registered office of the Company.

28. RISK MANAGEMENT:

Your company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

29. DETAILS TO BE DISCLOSED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employees draws remuneration of Rs. 8,50,000/- or above per month and Rs.1,02,00,000/- or above per annum. Hence, details of the employees of the Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not furnished.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forming part of the Annual Report, is available for inspection

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at the registered office of the company during working hours. Any member interested in obtaining such information may write to the Company and the same will be furnished without any fee.

30. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR: Not Applicable

31. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF: Not Applicable

32. SEXUAL HARRASMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace.

As per the notification of Ministry of Corporate affairs effective from July 14, 2025, the following disclosure is also being made:

(a)	Number of sexual harassment complaints received during the financial year	Nil
(b)	Number of complaints disposed of during the financial year	Nil
(c)	Number of cases pending for more than 90 days	Nil

33. MATERNITY BENEFIT COMPLIANCE:

Pursuant to the provisions of Rule 8(5)(xiii) of the Companies (Accounts) Rules, 2014, the Company hereby confirms that it has complied with the provisions of the Maternity Benefit Act, 1961.

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

The Company is taking utmost care for the Conservation of Energy. The Company has no activity in relation to Technology absorption. The company has no foreign exchange outgo or inflow.

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35. SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards viz., SS-1 on Meetings of Board of Directors and SS-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) as per Section 118(10) of the Companies Act, 2013.

36. ACKNOWLEDGEMENT:

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners / associates, financial institutions and various regulatory authorities for their consistent support / encouragement to the Company. Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

By Order of the Board
For **GYAN DEVELOPERS AND BUILDERS LIMITED**

Place: Chennai

Date: 11.08.2026

Sd/-
T. Ashok Raj
Managing Director
DIN: 00575471

Sd/-
Sunita
Director
DIN: 01751554

FORM NO. MR – 3
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the
Companies
(Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2026

To,
The Members,
M/s. GYAN DEVELOPERS AND BUILDERS LIMITED
Gyan Kiran, Door No. 6, Hanumantharao Street,
T. Nagar, Chennai – 600 017

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

Based on our verification of 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 31st March, 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. GYAN DEVELOPERS AND BUILDERS LIMITED ("**The Company**") for the financial year ended on 31st March 2026 according to the provisions of:

- 1) The Companies Act, 2013 (**the Act**) and the Rules made thereunder.
- 2) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;

- 3) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- 4) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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.

We report that the provisions of the following regulations are **not applicable** to the Company during the reporting period;

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report that with respect to the other laws specifically applicable to the Company as furnished below, based on the written representations received from the Company, we state that there are adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance of such applicable Laws,

Rules, Regulations and Guidelines and accordingly the Company has complied with the provisions of the applicable Laws, Rules, Regulations, Guidelines, Standards, etc., mentioned below:

- (a) The Transfer of Property Act, 1882
- (b) The Indian Stamp Act, 1899
- (c) The Registration Act, 1908
- (d) The Real Estate (Regulation and Development) Act, 2016 (RERA)

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

- i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under our audit as the same falls under the review of statutory audit and by other designated professionals.

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

- (i) *The Company did not maintain a functional website as prescribed under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- (ii) *The composition of the Board of Directors of the Company did not comprise with required number of Independent Directors from 01.04.2025 to 30.03.2026 as per Section 149 of the Companies Act, 2013.*
- (iii) *The composition of the Audit Committee did not comprise with required number of Independent Directors from 01.04.2025 to 30.03.2026 as per Section 177 of the Companies Act, 2013.*
- (iv) *The composition of the Nomination & Remuneration Committee did not comprise with required number of Independent Directors from 01.04.2025 to 30.03.2026 as per Section 178 of the Companies Act, 2013.*

- (v) *The Company has not appointed an Internal Auditor for the period 2025-26.*
- (vi) *The Company has belatedly submitted the Shareholding pattern for the quarter ended 31.12.2025 with the Stock Exchange as prescribed under Regulation 31 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 and paid the penalty as imposed by BSE Limited).*
- (vii) *During the year under review, the Company did not maintain a Standard Operating Process under Regulations 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 for ensuring Compliance with Structured Digital Database (SDD).*

We further report that:

- i) the Board of Directors of the Company has not been duly constituted from 01.04.2025 to 30.03.2026. An Independent Director Mr. Dalel Singh Rathore (DIN: 10766167) has been appointed at the Board Meeting held on 31.03.2026. The changes in the Composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii) 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 and other business which are not included in the Agenda are considered vide supplementary agenda subject to consent of the Board of Directors.
- iii) all the decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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; there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.

- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013 for disposal of undertaking
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

Place: Chennai
Date: 11.08.2026

For **A.K. JAIN & ASSOCIATES**
Company Secretaries

Sd/-
BALU SRIDHAR
Partner
M. No. F5869
C. P. No. 3550
UDIN: F005869H001072484
PR: 7863/2026

ANNEXURE

To
M/s. GYAN DEVELOPERS AND BUILDERS LIMITED

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

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

For A.K. JAIN & ASSOCIATES
Company Secretaries

Sd/-

BALU SRIDHAR

Partner

M. No. F5869

C.P. No.3550

UDIN: F005869H001072484

PR No.: 7863/2026

Place: Chennai
Date: 11.08.2026

MANAGEMENT ANALYSIS AND REVIEW REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT:

The economy is gradually recovering from multiple challenges that has weathered over the past couple of fiscals. The real estate market is expected to shift towards a more stable and sustainable pace in 2026, reflecting broader economic trends and a market landscape.

Selling vacant land offers tremendous opportunities in the real estate market. Land requires minimal maintenance and allows owners to capitalize on rapid urbanization and infrastructure development. With a surge in demand for customized homes, selling sub-divided, ready-to-build plots to end-users yields high margins compared to selling pre-built units.

With the rapid industrialization, the future of the real estate industry in India in 2026 looks very promising. This shift towards stability is expected to create a more balanced market, benefiting buyers and investors and the real estate sector is set to see some of the significant gains in this recovery.

Recent government initiatives, and updates to the Real Estate Regulatory Authority (RERA) and various housing schemes, have positively impacted the real estate market.

B. OPPORTUNITIES:

Infrastructure upgrades continue to shape the real estate industry in Chennai illustrating growth in the market. Government of India along with the governments of respective States have taken several initiatives to encourage development in the sector. The reformed government policies and reduced interest rates are an encouragement to the real estate industry.

The Smart City Project is a prime opportunity for real estate companies. The city is experiencing significant infrastructure enhancements, such as the Chennai Metro Phase II development, expansion of industrial corridors and various road development projects. These projects are expected to boost property values in well-connected areas, making them more appealing to homebuyers and investors. Improved connectivity will facilitate easier commutes, increasing the desirability of residential and commercial properties in these regions.

C. SEGMENT-WISE ANALYSIS:

Your Company is dealing in only one segment i.e., buying and selling of vacant land.

D. OUTLOOK:

The real estate market in Chennai is gaining momentum and is well-positioned for sustained growth, backed by robust infrastructure expansion. The real estate market has shown a steady, stable and sustainable progress in 2026, reflecting broader economic trends and a maturing market landscape. Chennai has shown a strong performance over the past year, driven by strong demand and strategic investments from major developers increasing the market credibility in the industry. The favourable economic upswing and growth is driving demand.

E. THREATS, RISKS, AND CONCERNS:

Some of the biggest challenges faced by the sector are the high dependency on workforce, inflation and economic uncertainty, regulatory and policy changes, environmental risks, increased competition, geopolitical issues and market volatility.

Environmental and infrastructural challenges and shortage of workforce in the construction sector could affect project timelines and cost and this can be risky as it may cause delays in delivering the project on time, further leading to legal complications. Other challenges include increased price of construction materials, lack of resources, unavailability of land, as well as the complex procedure to acquire land.

The Company is mainly dealing in sale of vacant plots, in the outskirts of Chennai and its suburbs. Till such time the metro rail project, other infrastructure and road development projects are fully established, the demand for vacant plots may not be robust.

With banks setting stringent norms for real estate lending, it is difficult for developers to finance their projects. Yet another concern is liquidity, if the asset is not being sold within the set timeframe, it will result in loss for the developer.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has in place, adequate internal control systems and procedures commensurate with the size and nature of our business. These procedures are designed to ensure that:

- An effective and adequate internal control environment is maintained across the Company.
- All assets and resources are acquired economically, used efficiently and are adequately protected.
- Significant financial, managerial and operating information is accurate, reliable and is provided timely, and
- All internal policies and statutory guidelines are complied with.

G. KEY FINANCIAL RATIOS:

The particulars of key financial ratios are mentioned in the notes forming part of the financial statements.

H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company is continuously endeavoring to align the employee's objectives with the business objectives of the organization through its policies, process and other development initiatives to achieve its organizational goals. Industrial relations have been cordial.

ANNEXURE "C"

MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

To,
The Members of
M/s. GYAN DEVELOPERS & BUILDERS LIMITED

I, T Ashok Raj (DIN: 00575471), Managing Director of the Company declare that all the Board members and Senior Management of the Company have affirmed compliance with the code of conduct for the year ended March 31, 2026.

For **GYAN DEVELOPERS & BUILDERS LIMITED**

Place: Chennai
Date: 11.08.2026

Sd/-
T. Ashok Raj
Managing Director
DIN: 00575471

INDEPENDENT AUDITOR'S REPORT

To the Members of
GYAN DEVELOPERS & BUILDERS LIMITED
Chennai

Opinion

We have audited the Ind AS financial statements of **GYAN DEVELOPERS & BUILDERS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss, statement of changes in equity and Cash Flow Statement for the year ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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 Companies Act, 2013 with respect to the preparation of these financial statements

that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting

from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (II) of section 143 of The Companies Act

2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 purpose 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - c. There are no branch offices of the Company.
 - d. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement, dealt with by this Report are in agreement with the books of accounts.
 - e. In our opinion, the aforesaid Ind AS financial statements comply with Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended.
 - f. 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 are disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
4. The Company does not have any pending litigation which would impact its financial position.
5. The Company does not have any long-term contracts requiring a provision for material foreseeable losses.

6. The Company does not have any amounts required to be transferred to the Investor Education and Protection Fund.

For **GC Daga and Co**

Chartered Accountants

Firm's registration number: 000668S

Sd/-

CA Akshunn Daga G

Partner

Membership number: 235396

UDIN: 26235396GZAWHD2490

Place: Chennai

Date: 30th May 2026

Annexure A referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date

TO THE MEMBERS OF GYAN DEVELOPERS & BUILDERS LIMITED:

(i)	(a)	A.	On the basis of our examination of the Books of accounts the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
		B.	According to the information and explanations given by the management, the Company does not have any intangible assets and hence provisions of clause 3(i)(a)(B) of the Order are not applicable to the Company and hence not commented upon.
	(b)		According to the information and explanations given by the management, fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
	(c)		According to the information and explanations given by the management, the Company has title deeds of immovable properties held in the name of the company.
	(d)		The company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets or both during the year.
	(e)		No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
(ii)			The inventories have been physically verified by the management during the year. In our opinion, the frequency of

			verification is reasonable. No material discrepancies were notice on such physical verification.
(iii)	(a)	A.	On the basis of our examination of the Books of accounts, the Company has not given loans or advances or guarantees or security to subsidiaries, joint ventures and associates.
		B.	On the basis of our examination of the Books of accounts, the aggregate amount of loans or advances given to parties other than subsidiaries, joint ventures and associates is Nil and the balance outstanding as at the balance sheet date is Nil. The company has not given guarantees or security to parties other than subsidiaries, joint ventures and associate.
	(b)		The terms and conditions of the grant of loans and advances in the nature of loans are not prejudicial to the company's interest.
	(c)		No schedule of repayment of principal and payment of interest has been stipulated in respect of loans and advances.
	(d)		No amount is overdue in respect of loans and advances.
	(e)		No loans or advance in the nature of loan granted has fallen due during the year.
	(f)		On the basis of our examination of the Books of accounts, the company has not granted any loan repayable on demand to related parties as specified in clause (76) of section 2 of the Companies Act, 2013.
(iv)			In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are

		applicable and hence not commented upon.
(v)		The Company has not accepted any deposits from the public and no amounts are deemed to be deposits hence provisions of clause 3(v) of the Order are not applicable to the Company and hence not commented upon.
(vi)		As informed to us by the management, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of activities carried on by the Company.
(vii)	(a)	The company has generally been regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India.
	(b)	According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
(viii)		According to the information and explanations given to us, no income has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
(ix)	(a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
	(b)	The company has not been declared a willful defaulter by any

		bank or financial institution.
	(c)	On the basis of our examination of the Books of accounts, the term loans were applied for the purpose for which the loans were obtained.
	(d)	No funds were raised on short term basis.
	(e)	The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
	(f)	The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
(x)	(a)	No moneys were raised by way of initial public offer or further public offer (including debt instruments) during the year.
	(b)	The company has not made any private placement or issued rights share during the year. Hence provisions of clause 3(x)(b) of the Order are not applicable to the Company and hence not commented upon.
(xi)	(a)	No fraud by the company or any fraud on the company has been noticed or reported during the year.
	(b)	No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4.
	(c)	No whistle blower complaints were received during the year by the company.
(xii)		The Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii)			In our opinion, and according to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standards.
(xiv)			In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
(xv)			The Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
(xvi)			The provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Therefore, the provisions of clause 3(xvi) of the order are not applicable to the Company and hence not commented upon.
(xvii)			The company has incurred cash loss of Rs. 0.023 lacs during the year and has incurred cash profits of Rs. 96.021 lacs during the immediately preceding financial year.
(xviii)			There has been no resignation of the statutory auditors during the year.
(xix)			On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are the opinion that no material uncertainty exists as on the date of the audit report so as to indicate that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when

			they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
(xx)			The provisions of Section 135 of the act are not applicable. Therefore, the provisions of clause 3(xx) of the order are not applicable to the Company and hence not commented upon.
(xxi)			Since this audit report is on the standalone financial statements, the provisions of clause 3(xxi) of the order are not applicable to the Company and hence not commented upon.

For G C Daga & Co.,

Chartered Accountants

Firm's registration number: 000668S

Sd/-

CA AKSHUNN DAGA G

Partner

Membership number: 235396

UDIN: 26235396GZAWHD2490

Place: Chennai

Date: 30.05.2026

ANNEXURE B REFERRED TO IN PARAGRAPH 2 (g) OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

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

We have audited the internal financial controls over financial reporting of **GYAN DEVELOPERS & BUILDERS LIMITED** as of March 31, 2026 in conjunction with our audit of the Standalone IND AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established under the COSO 2013 criteria, which considers the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Companies Act, 2013.

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial

reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G C Daga and Co.,**

Chartered Accountants

Firm's registration number: 000668S

Sd/-

CA Akshunn Daga G

Partner

Membership number: 235396

UDIN: 26235396GZAWHD2490

Place: Chennai

Date: 30th May 2026

GYAN DEVELOPERS & BUILDERS LTD
BALANCE SHEET AS AT 31.03.2026

	Note No.	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
<u>ASSETS</u>			
1.Non-current assets			
(a) Property, plant and equipment	1	52,198	52,330
(b) Financial Assets			
(i) Other Financial Assets	2	33,330	20,330
(c) Deferred Tax Asset (net)		1,286	1,461
Total non-current assets		86,814	74,121
2.Current Assets			
(a) Inventories	3	1,53,881	1,17,403
(b) Financial Assets			
(i) Trade Receivables	4	321	10
(ii) Cash & Cash Equivalents	5	15,237	2,51,527
(ii) Loans	6	-	-
(c) Other Current Assets	7	2,21,113	74,365
Total current assets		3,90,553	4,43,304
Total Assets		4,77,366	5,17,425
<u>EQUITY AND LIABILITIES</u>			
1. Equity			
(a) Equity Share Capital	8	3,00,000	3,00,000
(b) Other Equity	9	1,76,175	1,76,198
Total Equity		4,76,175	4,76,198
2. Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	NIL	NIL
Total non-current liabilities		NIL	NIL
3. Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	11	-	108
(b) Other current Liabilities	12	1,191	246
(c) Provisions	13	-	40,873
Total current liabilities		1,191	41,227
Total liabilities		1,191	41,227
Total Equity and Liabilities		4,77,366	5,17,425

The accompanying notes are an integral part of the financial statement

Significant accounting policies 21

As per our Report attached
For G C Daga and Co.,
Chartered Accountants
FRN No : 000668S

For and on behalf of the Board

Sd/-
CA AKSHUNN DAGA G
Partner
Memb No. 235396
UDIN : 26235396GZAWHD2490
Place : Chennai
Date : 30th May 2026

Sd/-
T. ASHOK RAJ
Managing Director
DIN: 00575471

Sd/-
M. SUNITA
Director & CFO
DIN: 01751554

Sd/-
BELA PARAKH
Company Secretary
M. No. A49847

GYAN DEVELOPERS & BUILDERS LTD
PROFIT AND LOSS ACCOUNTS FOR THE YEAR ENDED 31.03.2026

	Note No	Year Ended 31.03.2026 (Rs.in 100's)	Year Ended 31.03.2025 (Rs.in 100's)
I . Revenue Operations	14	9,000	3,51,673
II. Other Income	15	6,500	9
III. Total Revenue		15,500	3,51,682
IV. Expenses			
a. Purchase of Stock in Trade		NIL	NIL
b. Change in Inventory		3,522	1,61,184
c. Employees Benefit Expenses	16	6,000	6,000
d. Depreciation & Amortisation		214	539
e. Other Expenses	17	10,206	46,902
		19,941	2,14,625
V. Profit before Exceptional & Extraordinary Items and Tax		(4,441)	1,37,057
VI. Exceptional Items		NIL	NIL
VII. Profit before Extraordinary Items & Tax		(4,441)	1,37,057
VIII. Extraordinary Items		NIL	NIL
IX. Profit before Tax (VII-VIII)		(4,441)	1,37,057
X. Tax Expenses		(4,418)	41,036
a. Current Year tax		-	40,873
b. Previous year		(4,593)	-
c. Deferred tax		175	163
c. Deferred tax prior periods		NIL	NIL
XI. Profit/(loss) for the period from continuing operation		(23)	96,021
XII. Profit/(Loss) from discontinuing operation		NIL	NIL
XIII. Tax Expenses of discontinuing operation		NIL	NIL
XIV. Profit/(loss) from discontinuing operation (after tax)		NIL	NIL
XV. Profit/(loss) for the period (XI + XIV)		(23)	96,021
XVI. Other comprehensive Income		NIL	NIL
XVII. Total comprehensive income/(loss)		(23)	96,021

XVI. Earnings per Equity Shares	19		
a. Basic		-0.00	3.20
b. Diluted		-0.00	3.20

The accompanying notes are an integral part of the financial statement

Significant accounting policies 21

As per our Report attached
For G C Daga and Co.,
Chartered Accountants
FRN No : 000668S

For and on behalf of the Board

Sd/-
CA AKSHUNN DAGA G
 Partner
 Memb No. 235396
 UDIN : 26235396GZAWHD2490
 Place : Chennai
 Date : 30th May 2026

Sd/-
T. ASHOK RAJ
 Managing Director
 DIN: 00575471

Sd/-
M. SUNITA
 Director & CFO
 DIN: 01751554

Sd/-
BELA PARAKH
 Company Secretary
 M. No. A49847

Cash Flow Statement for the year ended 31st March, 2026

A. Cash flow from Operating Activities	31.03.2026 (Rs.in100's)	31.03.2025 (Rs.in 100's)
Net profit before tax and extraordinary items	(4,441)	1,37,057
Adjustment for :		
Depreciation	214	539
Loss/(profit) on sale of property, plant and equipment	214	NIL
Interest income	NIL	NIL
Operating Profit before Working Capital changes	(4,013)	1,37,596
Change in Working Capital (Increase)/ decrease in Trade & Other Receivables	(1,60,059)	(15,384)
(increase)/ decrease in Inventories	(36,479)	1,33,152
Increase / (decrease) in Trade & Other Payables	837	(9,720)
Cash Generated from Operations	(1,99,714)	2,45,642
Direct Taxes Paid	(36,280)	-
Cash Flow before Extra-ordinary Items	(2,35,993)	2,45,642
Extra-ordinary Items	NIL	NIL
Net Cash flow from Operating Activities	(2,35,993)	2,45,642
B. Cash flow from Investing Activities		
Purchase of Property, plant and equipments	(297)	-
Sale of Property, plant and equipments	-	119
Interest Receipts	NIL	NIL
Net Cash flow from Investing Activities	(297)	119
C. Cash flow from Financing Activities		
Repayment of long-term borrowings	NIL	NIL

Net cash flow from Financing Activities	-	-
Net increase / Decrease in cash and cash equivalents	(2,36,290)	2,45,762
Cash and cash equivalents at the beginning of the year	2,51,527	5,765
Cash and cash equivalents at the end of the year	15,237	2,51,527

Notes:

1. Cash and cash equivalents include cash and bank balances.
2. Figures in brackets include cash outgo.
3. Figures for the Previous Year have been regrouped/ rearranged wherever found necessary.

As per our Report attached
For G C Daga and Co.,
Chartered Accountants
FRN No : 000668S

For and on behalf of the Board

Sd/-
CA AKSHUNN DAGA G
Partner
Memb No. 235396
UDIN : 26235396GZAWHD2490
Place : Chennai
Date : 30th May 2026

Sd/-
T. ASHOK RAJ
Managing Director
DIN: 00575471

Sd/-
M. SUNITA
Director & CFO
DIN: 01751554

Sd/-
BELA PARAKH
Company Secretary
M. No. A49847

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

A Equity share capital

(Amount Rs.in 100's)

Particulars	Notes	Amount
As at 01 April 2024		3,00,000
Changes in equity share capital		-
As at 31 March 2025		3,00,000
Changes in equity share capital		-
As at 31 March 2026		3,00,000

B. Other equity

(Amount Rs.in 100's)

Particulars	Notes	RESERVES & SURPLUS		TOTAL RESERVES
		Retained Earnings	Other Reserves	
Balance at 1 April 2024		80,177	-	80,177
Profit for the year		96,021	-	96,021
Other comprehensive income for the year				
Balance at 31 March 2025		1,76,198	-	1,76,198
Profit for the year		(23)	-	(23)
Other comprehensive income for the year			-	-
Balance at 31 March 2026		1,76,175	-	1,76,175

Nature and purpose of reserves

(A) Retained Earnings

Retained Earnings represent the amount of accumulated earnings/Losses of the Company.

Note 1: Property, plant and equipment

Year ended 31 March 2026

(Amount Rs.in 100's)

Particulars	Gross Block				Depreciation				Net Block	
	As on 1.4.2025	Addition	Deletion	As on 31.03.2026	As on 1.4.2025	For the year	Withdrawal	As on 31.03.2026	As on 31.03.2026	As on 1.4.2025
Land - Freehold	28,899	-	-	28,899	-	-	-	-	28,899	28,899
Building	22,688	-	-	22,688	-	-	-	-	22,688	22,688
Plant & Equipment	4,915	296	-	5,211	4,700	67	-	4,767	444	215
Furniture & Fittings	1,619	-	-	1,619	1,551	14	-	1,564	54	68
Vehicles	642	-	35	607	629	-	-	629	-22	13
Office equipment	7,963	-	100	7,863	7,804	-	-	7,804	59	159
Computers & Softwares	4,616	-	79	4,537	4,327	133	-	4,460	76	288
	71,341	296	214	71,423	19,010	214	-	19,225	52,198	52,330

Year ended 31 March 2025

(Amount Rs.in 100's)

Particulars	Gross Block				Depreciation				Net Block	
	As on 1.4.2024	Addition	Deletion	As on 31.03.2025	As on 1.4.2024	For the year	Withdrawal	As on 31.03.2025	As on 31.03.2025	As on 1.4.2024
Land - Freehold	28,899	-	-	28,899	-	-	-	-	28,899	28,899
Building	22,688	-	-	22,688	-	-	-	-	22,688	22,688
Plant & Equipment	4,915	-	-	4,915	4,560	139	-	4,700	215	354
Furniture & Fittings	1,619	-	-	1,619	1,530	20	-	1,551	68	88
Vehicles	5,017	-	4,375	642	4,885	-	4,256	629	13	132
Office equipment	7,963	-	-	7,963	7,804	-	-	7,804	159	159
Computers & Softwares	4,616	-	-	4,616	3,948	379	-	4,327	288	667
	75,716	-	4,375	71,341	22,728	538	4,256	19,010	52,330	52,988

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 2 : Other financial assets		
Security Deposits		
Office Lease	33,000	20,000
Telephone Deposit	330	330
	33,330	20,330

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 3 : Inventories		
Finished goods valued at cost	1,53,881	1,17,403
	1,53,881	1,17,403

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 4 : Trade Receivables		
Outstanding for a period within 1 year (from the due date)		
Sundry Debtors	321	10
	321	10

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 5 : Cash & Cash Equivalents		
1. Cash on Hand	11,599	9,599
2. Bank Balance with Scheduled Banks in Current Accounts	3,639	31,928
in Fixed Deposit	-	2,10,000

	15,237	2,51,527
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	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 6 : Loans		
a. Advance to Land Owners		
Unsecured, Considered good	-	-
	-	-

	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 7 : Other Current Assets		
Advance to Land Owners	1,98,096	27,916
Balance with Revenue Authority	505	44,093
Ashok Raj	6,186	-
GST Input available	3,666	2,355
Ambattur Project	12,000	-
Audit Fees	110	-
TDS Payable	550	-
	2,21,113	74,365

	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 8a : Share Capital		
Authorised		
50,00,000 Equity share of Rs.10/-each	5,00,000	5,00,000
Issued, Subscribed & paid up		
30,00,000 Equity shares of Rs.10/-each	3,00,000	3,00,000

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 8b : Reconciliation of number of shares outstanding		
Equity Shares		
Shares O/s. at the beginning of the year	30,00,000	30,00,000
Shares issues during the year	NIL	NIL
Shares bought back during the year	NIL	NIL
Shares O/s. at the end of the year	30,00,000	30,00,000

Note 8c : Rights, preference and restriction attached to shares

The company has only one class of shares referred to as equity shares having a per value of Rs.10/-. Each holder of equity shares is entitled to vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportional to their shareholding.

Note 8d : Details for holding more than 5% shares in the company

	% Holding	Nos.	% Holding	Nos.
Equity shares of Rs.10/- each fully paid				
Ashok Raj	8.95%	2,68,500	8.95%	2,68,500
Ashok Raj HUF	9.83%	2,95,000	9.83%	2,95,000
Sumitha A	6.75%	2,02,600	6.75%	2,02,600
Sunita M	5.33%	1,59,800	5.33%	1,59,800

Note 8d : Disclosure of Shareholding of Promoters:

Promoter Name	at beginning and end of the year		at beginning and end of the year		% Change during the year
	Shares held	% of total shares	Shares held	% of total shares	
Ashok Raj T HUF	2,95,000	9.83	2,95,000	9.83	0.00%
Ashok Raj T	2,68,500	8.95	2,68,500	8.95	0.00%
Sumitha A	2,02,600	6.75	2,02,600	6.75	0.00%
Sunitha M	1,59,900	5.33	1,59,800	5.33	0.06%
Mahendar Raj T HUF	1,25,100	4.17	1,25,100	4.17	0.00%
Kavitha N	1,25,000	4.17	1,25,000	4.17	0.00%
P Tarachand and Sons HUF	1,24,000	4.13	1,24,000	4.13	0.00%
Harish Kumar T HUF	1,09,900	3.66	1,09,900	3.66	0.00%
Harish Kumar T	1,07,500	3.58	1,07,500	3.58	0.00%
Tarachand Jain P	1,07,200	3.57	1,07,200	3.57	0.00%
Kamaladevi T	1,02,200	3.41	1,02,200	3.41	0.00%
Rekha H	90,800	3.03	90,800	3.03	0.00%
Mahendar Raj T	76,200	2.53	76,000	2.53	0.26%
Susila G	52,000	1.73	52,000	1.73	0.00%

	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 9 : Other equity		
Surplus in the statement of profit & loss		
Balance as at the beginning of the year	1,76,198	80,178
Add : Net profit/(loss) for the current period	(23)	96,021
Less : Depreciation on assets where useful life is NIL	-	-
Balance as at the end of the year	1,76,175	1,76,198
	1,76,175	1,76,198

	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 10 : Borrowings		
Term Loan		
- * from Banks (Secured)	NIL	NIL
Unsecured Loans	NIL	NIL
	NIL	NIL

	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 11 : Trade Payables		
Outstanding for a period within 1 year (from the due date)		
Trade Payables - Others	-	108
	-	108

	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 12 : Other current liabilities		
Audit Fees payable	-	(110)
TDS Payable	-	355
Salary Payable	200	-
Other Liabilities	991	-
	1,191	246

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 13 : Provisions		
Provisions for Others		
a. Provision for Income Tax	-	40,873
	-	40,873

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 14 : Revenue from Operation		
Sale of Inventory and Services	9,000	3,51,673
Consultancy Services	-	-
Commission Receipts		
	9,000	3,51,673

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 15 : Other Income		
Interest Receipts	6,076	-
Interest on IT Refund	424	-
Profit on Sale of Vehicle	-	9
	6,500	9

	As at 31.03.2026	As at 31.03.2025
	(Rs.in 100's)	(Rs.in 100's)
Note 16 : Employee Benefit Expenses		
Salaries, Bonus & Benefits	2,400	2,400
Director Remuneration	3,600	3,600
Staff Refreshment	NIL	NIL

	6,000	6,000
	As at 31.03.2026 (Rs.in 100's)	As at 31.03.2025 (Rs.in 100's)
Note 17 : Other Expenses		
Audit Fees (Refer Note (a) below)	1,800	3,000
Advertisement	365	297
Impairment Loss	214	-
Software Expenses	-	252
Bank Charges	23	14
Commission Expenses	1,100	34,388
Donation	-	300
Electricity Charges	896	372
Listing Fees	3,757	657
Legal & Professional Charges	-	976
Property & Water Tax	-	195
Postage & Stamps	300	-
ROC & XBRL Filing Charges	193	4,795
Telephone charges	118	276
Office Expenses	650	1,059
Repairs & Maintenance	790	320
	10,206	46,902
(a) Legal and professional includes Payment to Auditor		
- for Statutory Audit	750	750
- for Tax Matters	750	750
- for Other Services	300	750
- Service Tax & Cess	-	750
	1,800	3,000

Note 18 : Related Parties & Related Party Transactions

a. Related Parties

Key managerial personnel:

Mr. T. Ashok Raj (Managing Director)

Mrs. M. Sunita (Director)

Mr. Nihal Chand (Director)

Mr. Dalel Singh Rathore (Director)

Relatives to Key Managerial Personnel:

Mr. P. Tarachand Jain

Mr. T. Mahendar Raj

T. Ashok Raj HUF

A. Sumitha

b. Related Party Transactions

Party Name	Nature of Transaction	31.03.2026	31.03.2025
T Ashok Raj	Reimbursement of Expenses	1,014	531
A. Sumitha	Security Deposit Paid	13,000	6,000

c. Closing Balances Related Party

Party Name	Nature of Transaction	31.03.2026	31.03.2025
T Ashok Raj	Reimbursement of Expenses	6186.09 DR	495695.25 DR
A. Sumitha	Security Deposit	33000 Dr	20000 Dr

Note 19: Earnings per share (EPS)

Loss for the year/ period - in Rs.	(23)
Weighted average number of equity shares :	
outstanding during the year for basic EPS	30,000
outstanding during the year for diluted EPS	30,000
Face value per share - in Rs.	10
Earnings per share (Basic) - in Rs.	
Basic - in Rs.	(0.00)
Diluted - in Rs.	(0.00)

20. Analytical Ratios

Ratio	Numerator	Denominator	Ratio for		% Variance	Reasons, if variance beyond 25%
			31-03-2026	31-03-2025		
Current ratio:	Current Assets	Current Liabilities	328.05	10.75	2950.88%	Repayment of current liabilities and Recovering Sundry Debtors
Current Period	3,90,553	1,191				
Prior Period	4,43,304	41,227				
Return on equity ratio:	Net Profits after taxes	Average Shareholder's Equity	(0.00)	0.22	-100.02%	Negative ROE due to net losses during the year
Current Period	(23)	4,76,187				
Prior Period	96,021	4,28,188				
Inventory turnover ratio	Sales	Average Inventory	0.07	1.91	-96.53%	The company couldn't identify good avenues for increasing sales.
Current Period	9,000	1,35,642				
Prior Period	3,51,673	1,83,979				
Net capital turnover ratio	Net Sales	Working Capital	0.02	0.87	-97.36%	
Current Period	9,000	3,89,362				

	Prior Period	3,51,673	4,02,078				
Net profit ratio	Net Profits after taxes		Sales	(0.00)	0.27	-100.93%	Net loss incurred due to lower sales volumes and reduced market demand
Current Period	(23)	9,000					
Prior Period	96,021	3,51,673					
Return on capital employed	Earning before interest and taxes		Average Shareholder's Equity	(0.01)	0.32	-102.91%	Net loss was driven by reduced sales volumes, though the company is focusing on identifying growth opportunities to strengthen future performance
Current Period	(4,441)	4,76,187					
Prior Period	1,37,057	4,28,188					

Few ratios have not been reported due to the numerator or denominator being NIL.

Note 21: Significant accounting policies

1. Company Overview:

Gyan Developers & Builders Limited is a public Limited company incorporated and domiciled in India and has its registered office at Gyan kiran, Door No. 6, Hanumantha Rao Street, T. Nagar, Chennai- 600 017. The company's shares are listed in BSE Limited. The company is principally engaged in buying and selling of vacant land.

2. Significant Accounting Policies:

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

(b) Revenue recognition

Income from Operations:

Income from Operations is determined as the aggregate during the period of the increase in land development cost, Service charges & sale of land. During the year there is no revenue generated from Increase in land development cost and Service charges.

(a) Increase in Land Development Cost

Increase in Land Development cost is the difference between the amount received from Prospective buyer and amount paid to the vendor at initial stage.

(b) Service charges

Service Charges is the nature of income which is generated from making out the deal between the land seller and prospective buyer.

(c) Revenue from Sale of Land

Revenue from Sale of land is the difference between the cost of land purchased (inclusive of stamp duty and other charges) and Sale value of the land.

(c) Current or non-current classification

An Asset or liability is classified as current if it satisfies any of the following conditions: Asset or liability is expected to be realized in the company's normal settlement cycle (or) Asset is intended for sale or consumption (or) Asset or liability is held primarily for the purpose of

trading (or) asset or liability is expected to be realized or settled within twelve months after reporting period.

(d) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised 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 costs of disposal and value in use. For the purposes of assessing impairment, assets are companyed at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or companies of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(e) Accounting for Taxes on Income

Current Income Tax expenses comprise taxes on income from operations in India. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax expenses or benefit is recognized on timing differences being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, MAT and deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available to realize such assets. In other situations, MAT and deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

(f) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(g) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(h) Investments and other financial assets

(i) Classification

The company classifies its financial assets in the following measurement categories:

- ❖ those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- ❖ those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Equity instruments

The company subsequently measures all equity investments at fair value. Where the management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(i) Property, plant and equipment

Property, plant and equipment:

- i) Property, Plant and Equipment are stated at cost of acquisition net of accumulated depreciation/ amortization and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.
- ii) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalized and the carrying amount of replaced parts are de-recognized. When each major inception/ overhauling is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/ overhauling (as distinct from physical parts) is de- recognized.
- iii) Other expenses on fixed assets including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalization criteria in accordance with Ind AS 16 are charged to the statement of profit and loss for the period during which such expenses are incurred.
- iv) Depreciation has been provided on written down value method.
- v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

- vi) Upon first time adoption of Ind AS, the company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April 2016.

(j) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(k) Land Owner's Account

Advance to land owners are reflected as the aggregate of amounts paid to them and amounts due from them, reduced by the amounts credited to them if the agreement is cancelled or due to any change in the cost of the land.

(l) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs, as per the requirement of Schedule III, unless otherwise stated.

Note 22: Notes forming part of Financial Statements

1. Disclosure in Relation to Undisclosed Income

During the year, the Company has not surrendered or disclosed any income 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). Accordingly, there are no transactions which are not recorded in the books of accounts.

2. Disclosure of Transactions with Struck off Companies

The Company has reviewed transactions to the extent of information available for the purpose of identifying transactions with struck off Companies. Based on the above, there are no transaction with Struck off Companies in the current financial year.

3. Disclosure requirements as notified by MCA pursuant to amended Schedule III

Nothing to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988)
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) Relating to borrowed funds:

- (i) Wilful defaulter
 - (ii) Utilisation of borrowed funds & share premium
- (e) Loans to Related Parties
- (f) Investments/advances through intermediaries
- (g) Effect of scheme of arrangement
- (h) Compliance with number of layers
- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with understanding that intermediary shall –
- (i) Directly to indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
 - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (j) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (Whether recorded in writing or otherwise) that the Company shall -
- (i) Directly to indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funded party (Ultimate Beneficiaries); or
 - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.