2025
2026

37th
ANNUAL REPORT

GPEL

GUJARAT POLY ELECTRONICS LIMITED

GUJARAT POLY ELECTRONICS LIMITED

CIN: L21308GJ1989PLC012743

THIRTY SEVENTH ANNUAL REPORT 2025-2026

ANNUAL GENERAL MEETING

Date: 20th August, 2026

Time: 11:00 A.M.

Day: Thursday

To be convened through VC/OAVM

CONTENTS

BOARD OF DIRECTORS

Mr. Tanil R. Kilachand	(Executive Chairman)	(DIN: 00006659)
Mr. Parthiv T. Kilachand	(Non-Executive Director)	(DIN: 00005516)
Mr. Vinay Kumar Puniani	(Executive Director)	(DIN: 10706691)
Mr. Rajan P. Vahi	(Independent Director)	(DIN: 00033940)
Mr. Chetan R. Desai	(Independent Director)	(DIN: 03246010)
Ms. Nirmala S. Mehendale	(Independent Director)	(DIN: 01230600)

COMPANY SECRETARY & COMPLIANCE OFFICER
Ms. Nivedita S. Nambiar

CHIEF FINANCIAL OFFICER
Mr. Harshadrai H. Jani

STATUTORY AUDITOR
M/s. G. M. Kapadia & Co.
(Chartered Accountants)

REGISTRAR & TRANSFER AGENTS
M/s. MUFG Intime India Pvt. Ltd;
C-101, 1st Floor, Embassy 247,
Lal Bahadur Shastri Marg,
Vikhroli (W), Mumbai 400 083.
Tel: 022 4918 6000/ +91 8108116767
Email: investor.helpdesk@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

REGISTERED OFFICE AND WORKS
PLOT NO. E/188, Gandhinagar Electronics Estate,
Sector 26, Gandhinagar Gujarat – 382 028.
Tel: 079 45951719
Email: gpel@kilachand.com
Website: www.gpelindia.in

N O T I C E

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of Gujarat Poly Electronics Limited will be held on Thursday, 20th August, 2026 at 11:00 A.M. through Video Conferencing (VC)/Other Audiovisual Means (OAVM), to transact the following business:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2026, including the Audited Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 0.50/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2026.
3. To appoint a director in place of Mr. Vinay Kumar Puniani, (DIN 10706691), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES):

4. **Re-appointment of Mr. Vinay Kumar Puniani, (DIN: 10706691) as Whole-time Director designated as 'Executive Director' of Company, for a period of 2 (two) years commencing from 1st August 2026.**

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

   "**RESOLVED THAT** in supersession of the Resolution passed by the members of the Company by way of postal ballot on 4th September, 2024 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Vinay Kumar Puniani (DIN 10706691), as Whole-time Director, designated as 'Executive Director' of the Company, for a period of 2(two) years with effect from 1st August, 2026, upon the terms and conditions, including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vinay Kumar Puniani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

   RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. Vinay Kumar Puniani, (DIN 10706691), the remuneration payable to him by way of salary, allowances, and perquisites shall not exceed the limits prescribed under the Companies Act, 2013, read with Schedule V or any amendment, modification, variation or re-enactment thereof.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Registered Office:
Plot No. E-188, Gandhinagar Electronic Estate,
Sector 26, Gandhinagar Gujarat - 382 028
CIN: L21308GJ1989PLC012743
Tel: 079 45951719
Email Id: gpel@kilachand.com
Website: www.gpelindia.in

Date: 12th May, 2026
Place: Mumbai

By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479

NOTES:

a) An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business under Item No. 4 to be transacted at the meeting, is annexed hereto.

b) Ministry of Corporate Affairs (" MCA") has vide its various circulars issued from time to time (the latest circular dated 22nd September, 2025) (" MCA Circulars") permitted the holding of the AGM through VC/OAVM. In compliance with the provisions of the ACT, MCA Circulars and SEBI listing Regulations, the AGM is being held through VC/OAVM on Thursday, 20th August, 2026 at 11.00 a.m. (IST).

   The deemed venue for the 37th AGM will be the place from where the chairman of the Company conducts the meeting.

c) As the AGM shall be conducted through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the proxy form and attendance slip are not annexed to this notice.

d) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice on page no 11. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') E-Voting website at www. evoting.nsdl.com.

e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

f) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.

g) In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice calling the AGM along with the Annual Report for Financial Year 2025-26 is sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories as of 1st cutoff date i.e., Friday, 17th July, 2026.. The Notice calling the 37th AGM has been uploaded on the website of the Company at www.gpelindia.in. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com. Members who would like to obtain PDF copy on their email ID may write an email to gpel@kilachand.com. The Company shall send the physical copy of the Annual Report for FY 2025-26 only to those Members who specifically request for the same at gpel@kilachand.com. A letter providing the web-link for accessing the Annual Report, including the exact path, is being sent to those members who have not registered their email address with the Company.

h) Ms. Ragini Chokshi of Ragini Chokshi & Co., Practicing Company Secretary (CP 1436) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

i) Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.com. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

j) In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

k) Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the 2nd cut-off date i.e., Thursday, 13th August, 2026 may obtain the login ID and password by sending an email to evoting@nsdl.com or gpel@kilachand.com by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.nsdl.com.

l) All documents referred to in the accompanying notice and explanatory statement, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.

m) Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under regulation 36(3)(a) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided on page 8.

n) The Register of Members and Share Transfer Book will remain closed from Friday, 14th August, 2026 to Thursday, 20th August, 2026 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

o) Dividend of Rs 0.50/- per equity share of Rs 10/- each (5%), if declared at the Meeting, will be credited / dispatched subject to deduction of income-tax at source wherever applicable on or after 20th August, 2026 to those members whose names shall appear on the Company's Register of Members on Record date i.e., Friday, 17th July, 2026.

p) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct Tax at Source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending documents through email at gpel@kilachand.com.

A communication and detailed instructions with respect to tax on dividend for the financial year ended March 31, 2026 were already sent to the members of the Company.

q) In terms of SEBI regulations & applicable circulars with effect from April 1, 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, choice of nomination, contact details including mobile number, bank account details and specimen signature.

r) Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or its Registrar & Share Transfer Agents – M/s. MUFG Intime India Pvt. Ltd.

s) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company or its Registrar & Share Transfer Agents – M/s. MUFG Intime India Pvt. Ltd.

t) In terms of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transfered in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form. To streamline the investment process for investors and safeguard their rights in purchased securities, a special window for re-lodgement of transfer deeds pertaining to physical securities was introduced via SEBI Circular dated July 2, 2025. In a further effort to ensure that investors receive proper access to their securities, SEBI has resolved to open an additional special window specifically for the transfer and dematerialisation ("demat") of physical securities that were bought or sold prior to April 1, 2019. This special window will remain available for one year, commencing on February 5, 2026, and concluding on February 4, 2027. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien-marked, or pledged. For further details, please refer SEBI Circular HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026, dated January 30, 2026.

u) In order to enhance the ease of doing investment and doing business, SEBI has introduced new measures to simplify the process for crediting securities to investor's demat accounts. Effective April 2, 2026, the requirement for issuing a Letter of Confirmation (LOC) has been removed. Now, securities will be credited directly to demat account of the shareholders following the necessary due diligence, with the submission of a recent, attested Client Master List. This change aims to reduce timelines and risks associated with the process, making shareholder's investment experience more efficient and secure. For further details, please refer SEBI Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026, dated January 30, 2026 read with SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91, dated June 23, 2025.

v) The Company's securities are listed on the following Stock Exchange:

No.	Name & Address of the Stock Exchange	Nature of Security as on 31st March, 2026
1.	Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	85,50,000 Equity Shares of Rs. 10/-each

The Company has paid Annual Listing fees for the year 2026-2027 to the above Stock Exchange.

w) MUFG Intime India Pvt. Ltd has launched an Investor self-service portal for the Investors **'SWAYAM'.**

SWAYAM is a web-based Application for Investors. The investors of listed entities, which are serviced by MUFG as the RTA. "SWAYAM" has been designed with a user-friendly, to help investors access their portfolios and raise any requests for service.

Through a single login, registered investors can access their investments which are linked to their PAN, obtain Company-wise summary of all holdings, fetch valuation of securities as per the last closing rates at BSE/NSE, view statement of holdings, check the status of corporate benefits and much more. SWAYAM allows investors to raise requests for Unpaid Amounts (not transferred to I.E.P.F) in an effortless way.

Investors can also register all types of service requests for speedier resolution to requests/complaints lodged through "SWAYAM". Investors can login to their 'SWAYAM' account with their Username & Password. A two-factor (2FA) investor login authentication is implemented for all investors connected to SWAYAM. 2FA is a security feature in which the investor provides two means of identification from separate channels of credentials, for increased security and to protect against cyber threats.

SWAYAM can be accessed through this web:
https://swayam.in.mpms.mufg.com/

x) The Company has established Common Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in Indian Securities Market. In addition to the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

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By Order of the Board of Directors
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Tel: 079 45951719
Email Id: gpel@kilachand.com
Website: www.gpelindia.in

Nivedita Nambiar
Company Secretary &
Compliance Officer
FCS No: 8479

Date: 12th May, 2026
Place: Mumbai

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Re-appointment of Mr. Vinay Kumar Puniani, (DIN: 10706691) as Whole-time Director designated as 'Executive Director', for a period of 2 (two) years commencing from 1st August 2026.

Mr. Vinay Kumar Puniani was appointed as a Whole Time Director designed as Executive Director of the Company with effect from 1st August 2024 for a period of 2 (two) years which was passed by shareholders by way of postal ballot on 4th September, 2024. The present term of Mr. Vinay Kumar Puniani will expire on 31st July, 2026. In accordance with the conditions specified in Schedule V of the Act, Board of Directors at its meeting held on 12th May, 2026 had re-appointed Mr. Vinay Kumar Puniani as a Whole-time director designated as "Executive Director" for a period of 2 (two) years from 1st August, 2026, superseding the earlier resolution passed by the Company in this connection.

Mr. Vinay Kumar Puniani aged 68 years has worked in the Manufacturing & Marketing of Electronic components for over 44 years in various capacities in manufacturing units. He has been involved with the Company since the inception & is familiar with all the factory related aspects. He has worked with the company from January 1992 to August 2022 as Sr. General Manager (Plant) & then onwards as a consultant till his appointment as Executive Director of Company. He was a part of the team involved in the setting up and execution up of the project. In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Vinay Kumar Puniani brings to the Company, the Board of Directors recommends this special resolution for approval of members. Specific details regarding his areas of expertise are provided in the **Annexure A** to this Notice. Mr. Vinay Kumar Puniani would be regarded as a Director liable to retire by rotation.

The terms of re-appointment of Mr. Vinay Kumar Puniani as Executive Director as placed before the meeting, are as follows:

i. SALARY:

A) In any financial year, if the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:

Salary of any amount upto 5% of the Net Profit of the Company as may be decided by the Board based on the performance of the Company, inclusive of incentives for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 2013;

OR

B) In case, the Company has no profits or its profits are inadequate: Salary upto Rs. 5,00,000/- per month or Rs. 60,00,000/- per annum (or any higher limit as may be revised from time to time under the Act) as may be decided by the Board inclusive of the following Perquisites as Minimum Remuneration as per Schedule V.

ii. PERQUISITES:

Remuneration of Mr. Vinay Kumar Puniani will be as fixed by the Board of Directors from time to time such that the salary and the aggregate value of all perquisites and allowances like house rent allowance, conveyance allowance, medical expenses, education allowance, leave travel allowance, mediclaim Insurance, bonus and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules within the ceiling limits payable to Mr. Vinay Kumar Puniani, subject however to the limit of overall Minimum Remuneration as prescribed under Schedule V.

iii. Other Benefits:

a) Contribution to Provident Fund shall be made as per rules of the company.

b) He shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

The aforesaid remuneration would nevertheless be paid and allowed to Mr. Vinay Kumar Puniani as the minimum remuneration, within the overall ceiling limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, notwithstanding that in any financial year of the Company during the tenure of office of Mr. Vinay Kumar Puniani, the Company might have made no profits and its profits might be inadequate.

Additional information, pursuant to Regulation 36(3)(a) of the LODR Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the directors seeking appointment / reappointment at the General Meeting are provided on page 8.

This may be treated as an abstract of the terms and conditions, governing the appointment and remuneration of the Whole-time Director, pursuant to Section 109 of the Companies Act, 2013. A Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to Resolution No. 4 is annexed hereto and marked as **Annexure B**.

The Company has received the following documents from him:

1. Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
2. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(1) and (2) of the Act.
3. Form MBP-1 for disclosure of interest in other entities pursuant to Section 184 of the Act.
4. Confirmation that he is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any other such authority.

The remuneration is approved by the Nomination and Remuneration Committee of Directors at its meeting held on 12th May, 2026.

The Board of Directors recommends the resolution as set out in the Item No. 4 for approval of Members by way of Special Resolution.

Except Mr. Vinay Kumar Puniani, none of the other Directors and/ or Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except to the extent of their Shareholding, if any, in the Company.

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CIN: L21308GJ1989PLC012743
Tel: 079 45951719
Email Id: gpel@kilachand.com
Website: www.gpelindia.in

Date: 12th May, 2026
Place: Mumbai

By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479

ANNEXURE A

Additional Information on Directors recommended for re-appointment is given below in terms of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"):

Name of Director	**Mr. Vinay Kumar Puniani**
Director Identification Number	10706691
Age	68 years
Qualification	B.E. (Electronics & Electrical Communication)
Date of first appointment on Board	1st August, 2024
Expertise	He has worked in the manufacturing & Marketing of Electronic components for over 44 years in various capacities in manufacturing units. He has been involved with the Company since the inception & is familiar with all the factory related aspects. He has worked with the company from January 1992 to August 2022 as Sr. General Manager (Plant) & then onwards as a consultant till his appointment as Executive Director of Company. He was a part of the team involved in the setting up and execution up of the project.
Fulfillment of Skill and Capabilities for Role (for Independent Directors)	N.A
Terms and conditions of appointment / reappointment	As mentioned in Explanatory Statement.
Details of remuneration last drawn	Please refer to the Report on Corporate Governance.
Details of remuneration sought to be paid	As mentioned in Explanatory Statement.
Other Directorship in Listed Entity as on 31st March, 2026	NIL
Other Committee Membership in Listed Entity as on 31st March, 2026	NIL
Listed Entities from which person has resigned in the past 3 (three) years	NIL
No. of Equity Shares held	121 Shares
No. of meetings attended during FY 2025-26	Attended 4 meetings
Relationship with other Directors	None of the Directors are related to Mr. Vinay Kumar Puniani

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By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479

Date: 12th May, 2026
Place: Mumbai

ANNEXURE B

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with the reference to the Resolution are as follows:

I. General Information:

(1) Nature of Industry: Manufacturer, Importer, Seller, Marketing etc. of Ceramics Capacitors.

(2) Date or expected date of commencement of Commercial production:

Existing Company already commenced commercial production since 1993.

(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Existing Company, not applicable.

(4) Financial Performance based on given Indicators: **(Rs. in lakhs)**

Sr. No	Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025	For the year ended 31.03.2024
1.	Sales Turnover	1687.30	1778.94	1691.31
2.	Profit/(Loss) before Tax	3188.40	252.11	184.33
3.	Current Tax	356.86	8.44	-
4.	Deferred Tax	32.59	29.19	(31.60)
5.	Profit after Tax	2802.22	214.48	215. 93

(5) Foreign Investments or Collaborations, if any: NIL.

II. Information about the Appointees

(1) Background details:

Mr. Vinay Kumar Puniani (DIN 10706691)

Mr. Vinay Kumar Puniani is a B.E. (Electronics & Electrical Communication). He has worked in the Manufacturing & Marketing of Electronic components for over 44 years in various capacities in manufacturing units.

(2) Past Remuneration:

Remuneration of Rs. 25,38,658/- has been paid as an Executive Director of company for FY 2025-26.

(3) Recognition or awards:

None

(4) Job profile and suitability:

Has been involved with the Company since the inception & is familiar with all the factory related aspects. He has worked with the company from January 1992 to August 2022 as Sr. General Manager (Plant) & then onwards as a consultant till his appointment as Executive Director of Company. He was a part of the team involved in the setting up and execution up of the project and carries out duties as instructed to him from time to time.

(5) Remuneration Proposed:

As stated in the Resolution proposed in the notice at Item No. 4.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration proposed for Mr. Vinay Kumar Puniani is similar to that drawn by the peers in the similar capacity in the similar industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Vinay Kumar Puniani holds 121 Equity shares of Rs 10/- each of the Company. Other than these and remuneration paid to him, there is no pecuniary relationship of Mr. Vinay Kumar Puniani, directly or indirectly with company or with its managerial personnel.

III. Other Information:

(1) Reasons of loss or inadequacy profits:

N.A.

(2) Steps taken or proposed to be taken for improvement:

N.A.

(3) Expected Increase in productivity and profits in measurable terms:

N.A.

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By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

Nivedita Nambiar
Company Secretary & Compliance Officer
FCS No: 8479

Date: 12th May, 2026
Place: Mumbai

E-VOTING INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING FOR EQUITY SHAREHOLDERS ARE AS UNDER:

The remote e-voting period begins on Monday, 17th August, 2026 at 9:00 A.M. and ends on Wednesday, 19th August, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., 13th August, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th August, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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 i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the ESP i.e., **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL 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., NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to gpel@kilachand.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to gpel@kilachand.com.
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at gpel@kilachand.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at gpel@kilachand.com at least four days in advance. Only those Members who have pre-registered themselves as a speaker will be allowed to ask questions during the AGM.

   The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Members who need assistance before and during the meeting, can contact NSDL on evoting@nsdl.com +91 2248867000 or contact Mr. Sanjeev Yadav, Assistant Manager- NSDL at sanjeevy@nsdl.com.

OTHER GENERAL INFORMATIONS:

1. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
2. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company.
3. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.gpelindia.in. The result will simultaneously be communicated to the Stock Exchange i.e., BSE.

DIRECTORS' REPORT

To
The Members of
GUJARAT POLY ELECTRONICS LIMITED

Your Directors' present the Thirty Seventh Annual Report and Statement of Accounts for the year ended 31st March, 2026.

FINANCIAL RESULTS	**01-04-25 to 31-03-26 (Rs.in Lakhs)**	01-04-24 to 31-03-25 (Rs.in Lakhs)
Sales	**1687.30**	1,778.94
Profit/(Loss) before Depreciation & tax	**3209.77**	272.91
Depreciation	**21.37**	20.80
Profit &(Loss) before tax	**3188.40**	252.11
Current tax	**356.86**	8.44
Excess Provision of earlier years	**(3.27)**	
Deferred tax	**32.59**	29.19
Profit/(loss) after tax	**2802.22**	214.48
Other Comprehensive Income	**(3.08)**	(12.83)
Total Comprehensive Income for the year	**2799.14**	201.65

1. STATE OF COMPANY'S AFFAIRS:

The Sales during the year was Rs. 1687.30 lakhs compared to previous year Sales of Rs. 1,778.94 lakhs. During the year ended 31st March, 2026 the Company has earned a Profit of Rs. 2802.22 lakhs (Previous year Profit of Rs. 214.48 lakhs).

The Company manufactures as well as outsourced the full range of products viz. ceramic Capacitors both Multilayer and Single layer, through various sources, as per our quality standards. We also market other Active and Passive Components.

2. DIVIDEND:

For the year under review, the Directors propose to recommend a Dividend of Rs. 0.50/- per equity share of Rs 10/- each i.e., 5% on the Equity shares of the Company aggregating to Rs. 42,75,000/-. The dividend payment is subject to approval of the Members at the ensuing Annual General Meeting.

3. TRANSFER TO RESERVES:

Your directors do not propose to transfer any amount to General Reserves.

4. NUMBER OF BOARD MEETINGS HELD DURING THE YEAR:

During the financial year 2025-26, Four Board Meetings were held on the following dates:

(a) 5th May, 2025 (b) 29th July, 2025 (c) 4th November, 2025 (d) 28th January, 2026

More details for the Board Meeting are given under Corporate Governance Report.

5. AUDIT COMMITTEE:

The Audit Committee during the year consisted of 4 members. More details on the committee are given under Corporate Governance Report.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee consists of 3 members. More details on the committee are given under Corporate Governance Report.

7. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee consists of 4 members. More details on the committee are given in Corporate Governance Report.

8. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Board has established a vigil mechanism for directors and employees to report genuine concerns to be disclosed, the details of which is placed on the website of the company. The Board has also formulated the whistle blower policy, same has been uploaded on the website of the company at

http://www.gpelindia.in/Download/Vigil%20Mechanism%20&%20Whistle%20Blower%20Policy.pdf

There was no reporting made by any employee for violations of applicable laws and regulations and the Code of Conduct for the F.Y. 2025-26.

9. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Companies Act, 2013 the Directors confirm that:

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

b. Appropriate accounting principles have been selected and applied consistently and have made judgements 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 31st March, 2026 and of the profit of the Company for the year ended 31st March, 2026;

c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The annual accounts have been prepared on a going concern basis;

e. The directors have laid down internal financial controls to be followed by the Company;

f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws.

10. TAXATION:

The Company's Income Tax assessments have been completed up to the year ended 31st March, 2025.

11. DEPOSITS:

The Company has not received any deposits from Public during the year and there are no outstanding deposits.

12. INDUSTRIAL RELATIONS:

Industrial Relations with the employees of the Company were cordial during the year under review.

13. CONSERVATION OF ENERGY:

Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo etc. is given in "**Annexure I**" forming part of this report.

14. DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP):

a) In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vinay Kumar Puniani, (DIN 10706691), Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

b) Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of Company at its meeting held on 12th May, 2026 re-appointed Mr. Vinay Kumar Puniani, (DIN 10706691), as Whole Time Director, designated as Executive Director of Company w.e.f. 1st August, 2026 for a period of 2 (two) years.

The said reappointment shall be placed before the members for their approval at the ensuing Annual General Meeting.

15. DECLARATION ABOUT INDEPENDENT DIRECTORS UNDER SUB-SECTION 6 OF SECTION 149:

The Company has received the declaration from each Independent Directors that they meet the criteria of independence laid down under section 149(6) of the Companies Act, 2013, under regulation 16(b) of SEBI (LODR) Regulations, 2015.

16. DISCLOSURE OF REMUNERATION RECEIVED BY MANAGING DIRECTOR/WHOLE TIME DIRECTOR OF THE COMPANY FROM ITS SUBSIDIARY/HOLDING COMPANY UNDER SECTION 197(14):

Mr. T.R. Kilachand, Executive Chairman has received Rs. 84,500/- comprising of Rs. 24,500/- as commission and Rs. 60,000/- towards sitting fees from Polychem Limited, Holding Company during FY 2025-26.

17. FORMAL ANNUAL EVALUATION:

As required under the act, evaluation of every Director's performance was carried out. An evaluation sheet was given to each director wherein certain criteria was set out for which ratings are to be given.

18. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION ETC:

The Board on recommendation of Nomination and Remuneration Committee has framed a policy for appointment and Evaluation of Board and remuneration for the Directors, Key Managerial Personnel and other employees. The policy is available on the website of the Company i.e. http://www.gpelindia.in/Download/Criteria%20for%20Appointment%20Evalution%20of%20Board%20of%20Directors,%20KMP%20and%20Senior%20Management%20Personnel.pdf

19. RELATED PARTY TRANSACTIONS:

All Related Party Transactions (RPT) entered into by the Company during the year under review were at arms' length and in ordinary course of business. All RPT are placed before Audit Committee for its approval.

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

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL.
2. Details of material contracts or arrangement or transactions at arm's length basis: NIL.

The Company has adopted the Policy on Related Party Transactions ("RPT Policy") in line with the requirements of the Act and SEBI Listing Regulations, as amended from time to time, which is available on the website of the Company at http://gpelindia.in/Our_Policy.aspx

The RPT policy intends to ensure that proper reporting, approval, disclosure processes are in place for all transactions between the Company and related parties.

20. OTHER DISCLOSURES AS PER SECTION 134 OF THE COMPANIES ACT, 2013:

(a) There are no qualifications, reservations or adverse remark or disclaimer by the Statutory Auditor in their report.

(b) There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company, to which the financial statements relate and the date of the report.

(c) Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2026 is available on the Company's website: at http://www.gpelindia.in/Annual%20Return.aspx

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

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The policy is uploaded and can be viewed on the Company's website http://www.gpelindia.in/Download/Anti-Sexual%20Harassment%20Policy.pdf.

The Company has also formed an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. The Company has filed Annual Report for calendar year ended 2025 with District Collector and District Women and Child Development Officer.

The Company has not received any complaints on sexual harassment during the year.

22. COMPLIANCE WITH MATERNITY BENEFIT ACT,1961:

The company is compliant with the applicable provisions of the Maternity Benefit Act, 1961 and has the policies, systems and processes in place to ensure ongoing compliance.

23. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as "**Annexure II**"

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of top ten Employees in terms of remuneration drawn and name and other particulars of Employees drawing remuneration in excess of the limits set out in the said Rules are required to be part of the report. However, there are no employees drawing remuneration as mentioned in rule

5(2) (i) (ii) and (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information of the top ten employees in terms of remuneration is not sent along with this report. However, having regards to the provisions of the first proviso to Section 136(1) of the Act the said information is available for inspection. Any member interested in obtaining such information may write to the Company Secretary, at the Registered office or at gpel@kilachand.com and the same will be furnished on request.

24. CORPORATE GOVERNANCE:

Pursuant to Regulation 34(3), Schedule V of SEBI (LODR) Regulations, 2015, a separate report on Corporate Governance and a certificate from the Auditors of the Company are annexed to this Report.

25. STATUTORY AUDITOR:

M/s G.M. Kapadia & Co, Chartered Accountants Mumbai bearing registration number 104767W are appointed as statutory auditors of the Company for the term of five years from the conclusion of 36th Annual General Meeting of Company held in the year 2025 upto the conclusion of 41st Annual General Meeting of the Company to be held in the year 2030. The Statutory Auditors have confirmed that they are not disqualified to continue as Statutory Auditors and are eligible to hold office as Statutory Auditors of your Company.

26. SECRETARIAL AUDITOR AND ITS REPORT:

Pursuant to the provisions of Section 204 of the Act read with the rules made thereunder and Regulation 24A of SEBI Listing Regulations, Mr. Tushar Shridharani, Company Secretary, Mumbai (CP No: 2190) (Peer Review Certificate No: 1509/2021) has been appointed as a Secretarial Auditors to undertake the Secretarial Audit of your Company for the first term of five (5) consecutive years from financial year 2025-26 to financial year 2029-30.

Secretarial Auditors have confirmed that they are not disqualified to be appointed as Secretarial Auditor and are eligible to hold office as Secretarial Auditor of your Company. The Secretarial Audit Report for F.Y. 2025-26 is enclosed and marked as **“Annexure III”.**

27. INTERNAL AUDITOR:

Pursuant to Section 138(1) of the Act read with the Companies (Accounts) Rules, 2014, your Company is required to appoint an internal auditor to conduct internal audit of the functions and activities of your Company. Your Board of Directors based on the recommendation of the Audit Committee, had approved the appointment of M/s Chokshi & Chokshi, LLP, Chartered Accountants (Firm Registration No.101872W/W100045) to conduct the internal audit of your Company for the Financial Year 2026-27.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has developed and implemented CSR Policy which was duly approved by the Board. The CSR Policy can be assessed on the Company’s website and web link of the same is

http://www.gpelindia.in/Download/Corporate%20Social%20Responsibility%20Policy.pdf

The profits of the company for FY 2024-25 was below Rs. 5 crores. Hence, the provisions relating to CSR in accordance with section 135 of the Companies, Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 were not applicable to the company for FY 2025-26. So the Company was not required to spend towards CSR in FY 2025-26.

29. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

The Company has complied with the provisions of section 185 & 186 of the Act to the extent applicable, with respect to the loans and investments made. During the year the Company have not given any loans, guarantees and there are no outstanding loans or guarantees as on 31st March, 2026. The Company have not made any Investments during the year ended 31st March, 2026 except in mutual funds.

30. SHIFTING OF REGISTERED OFFICE:

During the year under review, the Board of Directors approved the shifting of the Registered Office of the Company from B-18, Gandhinagar Electronic Estate, Gandhinagar, Gujarat- 382024 to Plot no. E/188, Gandhinagar Electronic Estate, Sector 26, Gandhinagar, Gujarat - 382028 which is within the local limits of city, town or village effective from 9th December, 2025. Necessary intimation has been filed with the Registrar of Companies in e-Form INC-22 pursuant to Section 12 of the Companies Act, 2013.

31. REDEMPTION OF PREFERENCE SHARES:

During the financial year under review, the company has redeemed 9,81,500 ½ % Non-Cumulative Redeemable Preference Shares of face value Rs.100/- each held by Polychem Limited, Promoter (Preference Shareholder). The shares were redeemed at par on 25th February, 2026 out of the profits of the Company. This redemption was done in strict compliance with Section 55 of the Companies Act 2013; Article of Association of the Company and in accordance with NCLT order dated 24th November, 2023. The Company has paid total amount of Rs. 9,81,50,000/- towards the said redemption to the Preference Shareholder. TDS @0.1% has been deducted from the redemption amount paid to the Preference Shareholder. Consequently an amount of Rs. 9,81,50,000/- has been duly transferred to the Capital Redemption Reserve Account as required by law. The necessary Form SH-7 has been filed with the Registrar of Companies to record the reduction in the Preference share capital.

32. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management's Discussion and Analysis forms an integral part of this report and gives detail of the overview, industry structure and developments, different product groups of the Company, operational performance of its various business segments.

33. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:

There are no other material changes or commitments occurring after 31st March 2026, which may affect the financial position of the company or may require disclosure.

34. INTERNAL FINANCIAL CONTROL:

The Company has adequate financial control system with reference to the financial statements.

35. RISK MANAGEMENT POLICY:

The Company has developed and implemented risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time.

36. SECRETARIAL STANDARDS:

The Company has in place proper system to ensure compliance with the provisions of applicable Secretarial Standards (SS-1 & SS-2) issued by ICSI.

37. ACKNOWLEDGEMENT:

The Directors extend their sincere thanks to the State and Central Government Authorities and Members for their co-operation and continued support.

Sincere thanks also to the management team and the staff for their valuable contribution.

Registered Office:
Plot No. E-188, Gandhinagar Electronic Estate,
Sector 26, Gandhinagar Gujarat-382028.
CIN: L21308GJ1989PLC012743
Tel: 079 45951719
Email Id: gpel@kilachand.com
Website: www.gpelindia.in

By Order of the Board of Directors
For **Gujarat Poly Electronics Limited**

T. R. Kilachand
Executive Chairman

Date: 12th May, 2026
Place: Mumbai

ANNEXURE I

A. CONSERVATION OF ENERGY

a) Energy conservation steps taken: NIL

b) Additional Investments & Proposals being implemented: NIL

c) Impact of measures at (a) & (b) above: Not Applicable

Power & Fuel Consumption	**2025-26**	2024-25
Units (Kwh)	**41849**	50882
Total Amount (Rs.)	**5,03,334**	5,86,470

B. TECHNOLOGY ABSORPTION

1. **Specific Areas in which R & D carried out by the Company: NIL**
2. **Benefits derived as a result of above R & D: Not Applicable**
3. **Future Plan of Action: NIL**
4. **Expenditure of R & D: Negligible**

C. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION

(1) (a) Technology Absorption

Technology Absorption is complete in the areas commissioned.

(b) Adaptation - **Not Applicable**

(c) Innovation - **Not Applicable**

(2) BENEFITS

Not Applicable

(3) IMPORTED TECHNOLOGY

No additional import of Technology in the Financial Year 2025-26.

D. FOREIGN EXCHANGE EARNINGS AND OUT GO

		2025-26 (Amount in Rs.)	2024-25 (Amount in Rs.)
i)	Total Foreign Exchange used	**7,65,32,471/-**	8,72,36,583/-
ii)	Total Foreign Exchange earned	**NIL**	NIL

ANNEXURE II

Details pertaining to remuneration 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

A. Ratio of the remuneration of each Director to the Median remuneration of the employees of the Company:

Sr. No	**Name**	**Designation**	**Ratio of Remuneration to median Remuneration of employee**
1	Mr. T. R. Kilachand	Executive Chairman	5.19
2	Mr. P. T. Kilachand	Non-Executive Director	0.18
3	Mr. V. K. Puniani	Executive Director	5.34
4	Mr. Rajan P. Vahi	Independent Director	0.26
5	Mr. Chetan R. Desai	Independent Director	0.09
6	Ms. Nirmala S. Mehendale	Independent Director	0.17

B. Percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer, & Company Secretary for the Financial Year:

Sr. No	Name	Designation	Percentage increase/(decrease) in remuneration
1	Mr. T. R. Kilachand	Executive Chairman	8.96
2	Mr. V. K. Puniani	Executive Director	8.50
3	Mr. P. T. Kilachand	Non-Executive Director	15.16
4	Mr. Rajan P. Vahi	Independent Director	10.14
5	Mr. Chetan R. Desai	Independent Director	202.29
6	*Ms. Nirmala S. Mehendale	Independent Director	N.A.
7	Mr. H. H. Jani	Chief Financial Officer	8.50
8	Ms. Nivedita Nambiar	Company Secretary	7.90

* Ms. Nirmala S. Mehendale was appointed as Independent Director w.e.f. 26th March, 2025. So percentage increase/decrease in remuneration is not comparable and hence not stated.

C. Percentage increase /(decrease)in the median remuneration of employees in the financial year: 7.76

D. Number of Employees as on 31st March, 2026 on pay rolls of Company: 34

E. Average percentile increase made in the salaries of employees other than the managerial personnel in last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the Financial Year under review, average percentage increase in the salary of the Company's employees, other than managerial personnel is 9.49.

F. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

For and on behalf of Board of Directors
Gujarat Poly Electronics Limited

T. R. Kilachand
Executive Chairman
DIN: 00006659

Date: 12th May, 2026
Place: Mumbai

ANNEXURE III

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

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

To,
The Members -
Plot E/188, Gandhinagar Electronic Estate,
Sector 26, Gandhinagar - 382 028

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Poly Electronics Limited ("**the Company**"). Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ("**Audit Period**") complied to the extent applicable 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.

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company to the extent applicable for the Audit Period according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

(iii) The Securities and Exchange board of India (Depositories and Participants) Regulations, 2018;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

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

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

I have also examined compliance with the applicable regulations of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit Period; the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above to the extent applicable.

I further report that:

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and notes on agenda were sent 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.

During the Audit Period, all decisions at Board Meetings and Committee Meetings were carried out unanimously.

I 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.

I further report that during the audit period the company had no event or action which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Tushar Shridharani
Practicing Company Secretary
FCS: 2690 / **COP:** 2190
Peer Review Certificate No.: 6670/2025
UDIN: F002690H000317565

Place: Mumbai
Date: 12th May, 2026

N**ote:** This report is to be read with my letter of even date which is annexed herein next as Annexure A and forms an integral part of this report.

ANNEXURE A

To,
The Members -
Gujarat Poly Electronics Limited
Plot E/188, Gandhinagar Electronic Estate,
Sector 26, Gandhinagar – 382 028

This letter is an integral part of the Secretarial Audit Report of even date for F.Y. 2025-26 submitted to Gujarat Poly Electronics Limited ("**the Company**") in pursuance of provisions of section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Members of the Company are informed as follow.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.
2. I 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 as reflected in secretarial records. I believe that the processes and practices that I followed; provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My 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.

Tushar Shridharani
Practicing Company Secretary
FCS: 2690 / **COP:** 2190
Peer Review Certificate No.: 6670/2025
UDIN: F002690H000317565

Place: Mumbai
Date: 12th May, 2026

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW:

Gujarat Poly Electronics Limited (GPEL) was established to manufacture Multilayer Ceramic Capacitors (MLCCs) in both leaded and SMD configurations at the Electronic Zone in Gandhinagar. Over time, the product portfolio expanded to include Single Layer (Disc) Ceramic Capacitors (low and high voltage) and Metal Oxide Varistors (MOVs) etc.

Subsequently, the Company transitioned to an outsourced manufacturing model, sourcing products under its own brand from international suppliers while maintaining stringent quality standards. Since then, other capacitor types and diodes etc. have been incorporated into the product range offered to customers.

GPEL products have been well received across the Indian electronics industry.

INDUSTRIAL STRUCTURE & DEVELOPMENT:

The Company serves the electronics industry, one of the fastest-growing sectors in India. Capacitors are fundamental building blocks of electronic systems and are broadly categorized into active and passive components. Ceramic capacitors fall under passive components and are non-polar in nature.

GPEL supplies products directly to Original Equipment Manufacturers (OEMs) and through an extensive nationwide dealer network.

The capacitor market is segmented based on application areas, including:

1. Computer & Computer Peripherals
2. Instrumentation & Industrial Electronics
3. Strategic Electronics
4. Consumer Electronics
5. Telecommunications
6. Dealers
7. Electronic Manufacturing Services (EMS)

GPEL products are utilized across all these segments.

OPPORTUNITIES:

- Ceramic capacitors are among the most widely used components in the electronics industry.
- Their compact size makes them ideal for modern electronic applications.
- They can be manufactured in various shapes and capacitance ranges.
- They offer superior electrical performance compared to many alternative capacitor types.
- They are cost-effective.
- Their applications include energy storage, tuning circuits, coupling/decoupling, frequency filtering, harmonic suppression, and power factor correction.

THREATS:

- Intense competition from low-cost imports, particularly from China.
- Zero customs duty on imports for OEMs increases competitive pressure.
- Volatility in metal prices and foreign exchange rates impacts margins.
- OEMs adopting new technologies and importing components in kit form.
- EMS players sourcing globally at highly competitive prices.
- Dependence on imports exposes the Company to supply chain disruptions.

RISKS & CONCERNS:

- Foreign exchange volatility affects procurement costs and profitability due to import dependence.
- Pricing pressure and technological obsolescence pose significant risks.
- Fluctuations in commodity prices may impact input costs, delivery schedules, and market demand.
- Maintaining adequate inventory levels across a wide product range is essential to meet customer requirements but increases working capital pressure.

PERFORMANCE BY SECTOR:

The overall market conditions during FY 2025–26 remained subdued, except for a relatively stronger first quarter. Demand from Instrumentation & Industrial Electronics and EMS segments was weak, with slower growth observed in applications such as electronic meters, adapters, and EV chargers etc.

Additionally, geopolitical developments adversely affected market conditions during the second half of the financial year. Volatility in metal prices and currency fluctuations further compounded the situation, making it challenging for the market to absorb price increases and impacting overall sales performance.

Despite these challenges, the Company achieved sales of **₹1,687.30 lakhs** during FY 2025–26 as compared to **₹1,778.89 lakhs** in the previous year, reflecting a decline of approximately 5%.

KEY FINANCIAL RATIOS:

(Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios.

The Company has identified the following ratios as key financial ratios:

Sr. No.	Ratios	2025-26	2024-25	% Deviation	Reason for more than 25% Deviation
1	Current Ratio	6.21	14.22	-56.34 %	The current ratio decreased in the current year. This was mainly due to a significant decrease in cash and cash equivalents and Trade Receivables and an increase in current liabilities compared to the previous year.
2	Debt-to-equity Ratio	0.01	0.96	-99.10%	The Debt-to-equity Ratio decreased due to significant reduction in financial liability and repayment of borrowings and due to Gain on sale of Property, Plant and Equipment.
3	Debt Service Coverage Ratio	2.86	33.36	-91.43%	The decrease is due to repayment of Borrowings.
4	Return on Equity Ratio	1.11	0.21	427.92%	The company earned higher other income and reduced its liabilities by paying off financial obligations, which resulted in an increase in Return on Equity.
5	Inventory Turnover Ratio	6.16	4.39	40.36%	This is due to inventory used more efficiently.
6	Receivables Turnover Ratio	4.05	4.03	0.60%	N.A.
7	Payables Turnover Ratio	1329.36	4033.29	-67.04%	This is due to overall decrease in the average trade payables.
8	Net Capital Turnover Ratio	2.79	1.93	44.79%	Ratio improved mainly due to improved working capital efficiency.
9	Net Profit Ratio	1.66	0.12	1283.98%	The ratio improved primarily due to the gain recognised on disposal of Property, Plant and Equipment during the year.
10	Return on Capital employed Ratio	0.81	0.23	253.35%	Increase in earnings before interest and tax arising primarily from gain on disposal of Property, Plant and Equipment.
11	Interest Coverage ratio	982.05	71.18	1279.67%	This is mainly due to an increase in the operating profit of the company.
12	Operating Profit Margin %	188.93	14.64	1190.51%	The increase in other income has improved the company's Operating Profit Margin Ratio.
13	Net Profit Margin %	57.49	11.51	399.47%	The increase in other income has improved the company's Net profit Margin Ratio.
14	Return on Net Worth %	110.86	19.01	483.18%	This is mainly due to an increase in the net profit of the company.
15	Return on Investment %	0.10	0.17	-41.58%	The change in return on investment from mutual funds is primarily attributable to fluctuations in market yields and addition of funds.

OUTLOOK:

The directors are hopeful of increasing the sales turnover by increasing sales of our products to active segments and market recovery. The company is cautiously optimistic about the growth in the current financial year.

INTERNAL CONTROL SYSTEM:

The Company has adequate internal control procedures commensurate with the size of the Company and nature of its business.

HUMAN RESOURCES:

The Company has good relation with its employees. There are 34 permanent employees in the Company.

CORPORATE GOVERNANCE REPORT

I. Company's Philosophy on Corporate Governance:

The Philosophy on Corporate Governance aims at attainment of the highest level of transparency, accountability and equity in the functioning of the Company vis-à-vis interactions with employees, shareholders, creditors and customers. The objective of the Company is not only to meet the statutory requirements of the code but also go well beyond it by instituting such systems and procedures as are required in accordance with the latest global trend of making management completely transparent and institutionally sound.

II. Board of Directors:

The Company has 1 Executive Chairman, 1 Executive Director and 4 Non- Executive Directors out of which 1 is Non-Executive Director, 3 are Independent Directors. Board of Directors are responsible for management of the Company's business. The Board's role, functions, responsibility and accountability are clearly defined.

The details of Director being appointed and re-appointed in the ensuing Annual General Meeting have been given in the Notice calling the Thirty Seventh Annual General Meeting of the Company.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Chairmanships/Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanship/Membership of Board Committees includes only Audit and Stakeholders Relationship Committees.

Composition and Category of Directors / Attendance at Meetings/Directorships and Committee Memberships in other companies as on 31st March, 2026 and other relevant details is as follows:

1. Financial Year- April 2025 to March 2026

Name of the Director	Attendance Particulars					No. of other Directorship and Committee Membership / Chairmanship	
	Category	No. of Board Meetings held	No. of Board Meetings attended	Last AGM held on 05.08.2025	Board Meeting Sitting Fees paid Rs.	Other Directorship in Public Limited Companies	Committee membership / Chairmanship
Mr. T. R. Kilachand	Executive Chairman ED	4	4	Yes	-	2	Chairmanship - 1
Mr. P. T. Kilachand	NED	4	4	No	48,000	5	Membership - 3
Mr. V. K. Puniani	ED	4	4	Yes	-	-	-
Mr. Rajan P. Vahi	NED(I)	4	4	Yes	48,000	1	Membership-1
Mr. Chetan R. Desai	NED(I)	4	4	No	48,000	-	-
Ms. Nirmala S. Mehendale	NED(I)	4	4	Yes	48,000	-	-

Notes:

1. NED – Non-Executive Director
2. MD – Managing Director
3. NED (I) – Non-Executive Independent Director
4. ED – Executive Director

The names of the listed entities where the person is a director and the category of directorship:

Sr. No.	Name of Director	Name of Listed Company	Category of Directorship
1.	Mr. T. R. Kilachand	Polychem Limited	Promoter and Non -Executive Chairman
2.	Mr. P. T. Kilachand	Polychem Limited	Promoter and Managing Director
3.	Mr. V. K. Puniani	-	-
4.	Mr. Chetan R. Desai	-	-
5.	Mr. Rajan P. Vahi	Polychem Limited	Non-Executive Independent Director
6.	Ms. Nirmala S. Mehendale	-	-

2. Number of Board Meetings held and dates on which held:

During the financial year 2025-26, Four Board Meetings were held on the following dates:

(a) 5th May, 2025 (b) 29th July, 2025 (c) 4th November, 2025 (d) 28th January, 2026

3. Disclosure of Relationships between directors inter-se:

Mr. P. T. Kilachand, Non-Executive Director is a son of Mr. T. R. Kilachand, Chairman of the Company.

4. Separate Meeting of Independent Director:

As stipulated by the code of Independent Directors under the Companies Act, 2013 and under regulation 25(3) of SEBI (LODR) Regulations, 2015 a separate meeting of the Independent directors of the company was held on 28th January, 2026 to review the performance of Non - Independent Directors and the Board as a whole, review of the performance of the Chairperson of the Company, assessment of the quality, quantity and timeliness of the flow of information between the Company's management and the Board and its committees.

Name of the Director	Category	Meeting Attended
Mr. Rajan P. Vahi	Chairman	1
Mr. Chetan R. Desai	Member	1
Ms. Nirmala S. Mehendale	Member	1

5. Evaluation of Independent Directors and Board's Performance:

In compliance with the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the performance evaluation of the Independent Directors and Board as a whole was carried out during the year, the details of the same have been given under directors' report.

6. Familiarization Program:

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. The details of such familiarization program have been disclosed on the company's website at http://www.gpelindia.in/Familiarisation_Programme.aspx

7. Declaration from Independent Directors:

The Company has received the declaration from each Independent Directors that they meet the criteria of independence laid down under section 149(6) of the Companies Act, 2013, under regulation 16(b) of SEBI (LODR) Regulations, 2015.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

8. Details of Director appointed and re-appointed during the year:

The details of Director being appointed and re-appointed in the ensuing Annual General Meeting have been given in the Notice calling the Thirty Seventh Annual General Meeting of the Company.

9. Details of Number of shares and Convertible Instruments held by Non - Executive Directors:

Except Mr. P. T. Kilachand who holds 17,682 Equity shares of the Company, Mr. Rajan Vahi who hold 100 Equity shares of the Company and Mr. Chetan R. Desai who hold 242 Equity shares of Company, no other Non-Executive Director holds any shares or Convertible Instruments of the Company.

10. Code of Conduct:

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the general principles designed to guide all directors and members of the senior management in making ethical decisions.

All Directors and members of the senior management have confirmed their adherence to the provisions of the said code.

Declaration

As provided under Regulation 26 (3) of SEBI (LODR) Regulations, 2015, we confirm that the Board Members and Senior Management of the Company have confirmed compliance with the Code for the year ended 31st March, 2026.

For Gujarat Poly Electronics Limited

Date: 12th May, 2026
Place: Mumbai

T. R. Kilachand
Executive Chairman

III. Audit Committee:

Audit Committee comprises of three Independent Directors and one Executive Director.

(A) Terms of reference of the Audit Committee are:

(i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;

(ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;

(iii) examination of the financial statements and the auditors' report thereon;

(iv) approval or any subsequent modification of transactions of the company with related parties;

(v) scrutiny of inter-corporate loans and investments;

(vi) valuation of undertakings or assets of the company, wherever it is necessary;

(vii) evaluation of internal financial controls and risk management systems;

(viii) monitoring the end use of funds raised through public offers and related matters;

(ix) Other roles as defined under Part C of Regulation 18(3) of SEBI (LODR) Regulations, 2015.

(B) Composition of Audit Committee and Meetings held during the year:

The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

During the year under review, four meetings of the Audit Committee were held on the following dates and the attendance of each member of the Committee is given below:

(a) 5th May, 2025

(b) 29th July, 2025

(c) 4th November, 2025

(d) 28th January, 2026

Name of the Director	Category	No. of Meeting/s		Sitting Fees paid (Rs.)
		Held	attended	
Mr. T. R. Kilachand	Member	4	4	40,000
Mr. Rajan P. Vahi	Chairman	4	4	40,000
Mr. Chetan R. Desai	Member	4	4	40,000
Ms. Nirmala S. Mehendale	Member	4	4	40,000

The majority of the members of the Audit Committee are independent and have knowledge of finance, accounts, company law and Electronics Industry as a whole. The quorum for audit committee meeting is minimum of two members.

The Company Secretary acts as the Secretary to the Committee.

(C) Review of information by Audit Committee:

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Verify with regard to related party transactions, whether Committee laid down parameters for determining a particular transaction as significant and reviewed the necessity of such transactions;
3. Management letters / letters of internal control weaknesses issued by the statutory auditor;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

IV. Nomination & Remuneration Committee:

Nomination & Remuneration Committee comprises of Four Directors, four of them are Non-Executive Directors.

(A) Terms of Reference of Nomination and Remuneration Committee:

The Committee is empowered: -

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. The terms of reference of Nomination & Remuneration Committee include recommending to the Board of Directors specific remuneration packages for Managing Director and management.

(B) Composition of Nomination & Remuneration Committee and Meeting held during the year:

During the year 2025-26, one meeting of the Nomination and Remuneration Committee was held on 5th May 2025.

The Composition of the Nomination & Remuneration Committee as on 31st March, 2026 was as under:

Name of the Director	Category	No. of Meeting	
		held	attended
Mr. Rajan P. Vahi	Chairman	1	1
Mr. P. T. Kilachand	Member	1	1
Mr. Chetan R. Desai	Member	1	-
Ms. Nirmala S. Mehendale	Member	1	1

(C) Performance Evaluation, Remuneration Policy and Details of Remuneration:

The company has adopted the 'Policy on Appointment and Evaluation of Board of Directors, KMP, and Senior Management personnel' which sets out the criteria for remuneration to be paid, evaluation of directors which has been placed on the website of the Company at http://www.gpelindia.in/Download/Criteria%20for%20Appointment%20Evalution%20of%20Board%20of%20Directors,%20KMP%20and%20Senior%20Management%20Personnel.pdf

None of the Non-Executive Director receives salary, benefits, bonuses, stock options, pension etc. except sitting fees. The Company pays fees to all Directors excluding Executive Director and Executive Chairman of the Company for attendance during the meeting. The Company did not have any pecuniary relationship or transactions with the Non- Executive Directors.

Further, Board has approved the payment of Sitting fees to NED/Independent Directors of the Company in pursuant to section 197 (5) of the Companies Act, 2013. The Company has also paid Commission to NED/Independent Directors not exceeding 1% of its net profits of Company for FY 2024-25. The Company has not paid any severance fee to its Directors.

The appointment of Directors is made as per the provisions of the Act and the notice period for Executive Directors is as per the rules of the Company. The criteria for payment to Non-Executive Directors has been placed on the website of the Company at http://www.gpelindia.in/Criteria%20of%20making%20payments%20to%20Non-Executive%20Directors.aspx

Details of Remuneration to all the Directors: **(In Rupees)**

Sr. No.	Name of Director	Salary	Perquisites & allowances	Commission	Bonus / Incentives	Stock options granted	Sitting Fees	Total
1	Mr. T. R. Kilachand	15,85,631	8,85,284	NIL	NIL	NIL	NIL	24,70,915
2	Mr. P. T. Kilachand	NIL	NIL	45,007	NIL	NIL	48,000	93,007
3	Mr. V. K. Puniani	25,38,658	NIL	NIL	NIL	NIL	NIL	25,38,658
4	Mr. Rajan P. Vahi	NIL	NIL	45,007	NIL	NIL	88,000	1,33,007
5	Mr. Chetan R. Desai	NIL	NIL	45,007	NIL	NIL	88,000	1,33,007
6	Ms. Nirmala S. Mehendale *	NIL	NIL	NIL	NIL	NIL	88,000	88,000
7	Ms. S.A. Jhaveri **	NIL	NIL	45,007	NIL	NIL	NIL	45,007

*Ms. Nirmala S. Mehendale was appointed as an Independent Director of company w.e.f. 26th March, 2025. Since she was appointed during the end of FY 2024-25 she was not eligible for payment of commission for FY 2024-25 during the financial year.

**Ms. S. A. Jhaveri completed her tenure and ceased to be an Independent Director of the Company w.e.f. 29th March, 2025. Since she served as an Independent Director of Company in FY 2024-25, Commission was paid to her during the financial year.

Note: The remuneration to the Directors doesn't include provident fund, gratuity and superannuation.

V. Stakeholders Relationship Committee:

Stakeholders Relationship Committee comprises of two Non-Executive Directors and one Executive Director. The constitution of Stakeholders Relationship Committee is as per requirement of Section 178(5) of the Companies Act, 2013. The Committee has been delegated the power of attending to share transfers.

During the year 2025-26, four meetings of the Stakeholders Relationship Committee was held on 5th May, 2025, 29th July, 2025, 4th November, 2025 and 28th January, 2026.

The following Directors are the members of the 'Stakeholders Relationship Committee':

Name of the Director	Category	No. of Meetings	
		Held	Attended
Mr. P. T. Kilachand	Chairman	4	4
Mr. T. R. Kilachand	Member	4	4
Mr. Rajan P. Vahi	Member	4	4

The Committee would look into the redressal of the shareholders' complaints in respect of all matters including transfer or credit of shares to demat accounts, non-receipt of Annual Report, Non-receipt of Share Certificates etc.

Ms. Nivedita Nambiar, Company Secretary provided secretarial support to the Committee and was also the designated Compliance Officer of the Company.

Six complaints were received during the year and has been resolved as on 31st March, 2026, hence no complaints were pending as on 31st March, 2026.

VI. Skills/Expertise/ Competence of the Board of Directors of the Company:

The following is the list of core skills/expertise/competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner.

a) Market Exploration & Potential Marketing:-

Experience in developing promotional strategies to increase the sales in the existing and explore potential market for the Company.

b) Service on the Boards' of Various Companies:-

Experience of serving on the Boards' of different companies in order to develop insights about Corporate Governance, Management Responsibility, Protecting Stakeholders interest.

c) Financial Expertise:-

Expertise in accounting and financial control functions. Possessing analytical skills. Expertise in preparation of financial strategies for the long-term growth of the business of the Company.

d) Law & policies:-

Awareness of the existing law and economical policies applicable to the Company thereby ensuring proper legal and statutory compliances and appropriate application of policies to the advantage of the Company.

e) Expansion, Modification & Updation:-

A significant background about the technology applicable to the company resulting in how to implement technological updates into the Business of the Company.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

Name	Market Exploration & Potential Marketing	Service on the Board's of Various Companies	Financial Expertise	Law and Policies	Expansion Modification & Updation
Mr. T. R. Kilachand	✓	✓	✓	✓	✓
Mr. P. T. Kilachand	✓	✓	✓	✓	✓
Mr. V. K. Puniani	✓	-	-	✓	✓
Mr. Rajan P. Vahi	✓	-	✓	✓	✓
Mr. Chetan R. Desai	✓	✓	✓	-	✓
Ms. Nirmala S. Mehendale	✓	✓	-	-	✓

VII. General Meetings:

The particulars of Annual General Meetings/Extra Ordinary General Meetings of the Company held during the last 3 years are as under:

a) Annual General Meetings (AGM) and Extra Ordinary General Meetings (EGM):

Financial Year	AGM	Location	Date	Time	No. of Special Resolutions passed
2022-23	EGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM),	13.07.2022	11.00 A.M.	1
2022-23	AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM),	23.08.2023	11.00 A.M.	2
2023-24	AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM),	23.08.2024	11.00 A.M.	2
2024-25	AGM	Video Conferencing (VC) / Other Audio-Visual Means (OAVM),	05.08.2025	11.00 A.M.	-

b) One Extra Ordinary General Meeting of the members was held in FY 2025-26 on 1st September 2025 where Special Resolution was passed for approving the transactions as follows:

- To approve the disposal (through assignment/ sale) of the company's land along with the building constructed thereon situated at Plot No. B-18, Gandhinagar Electronic Estate, under section 180(1) of the Companies Act, 2013("ACT") and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR").
- To approve an increase in the limits for granting loans, making investments, giving guarantees, or providing securities from INR 35 crores to INR 60 crores.

VIII. Disclosure:

Senior Management:

Mr. T. R. Kilachand, Executive Chairman, Mr. V. K. Puniani, Executive Director, Mr. H. H. Jani, CFO, and Ms. Nivedita Nambiar, Company Secretary constitutes 'Senior Management'.

1. **Disclosures on materially significant related party transactions that may have a potential conflict with the interest of company at large:**

   The Board noted that certificate has been received from the management that there have not been any material financial or commercial transactions during the year where management has personal interest that may have a potential conflict with the interest of company at large.

   The details of transactions of the company with the related parties have been disclosed in Notes to the Accounts.

2. **Details of Non-Compliance by the company, penalties, strictures:**

   There were no instances of non-compliance and no strictures or Material penalties imposed on the Company either by SEBI, Stock Exchange or any statutory authorities on any matter related to capital markets during the last three years.

3. **Whistle Blower Mechanism:**

   The Company has adopted the whistle blower policy and has established a vigil mechanism under Regulation 22 of SEBI (LODR) Regulations 2015, the details of mechanism and policy has been disclosed on the website.

   It is hereby affirm that no person has been denied access to the audit committee.

4. **Details of Compliance with Mandatory Requirements:**

   The Company has complied with all the mandatory requirements as mentioned in SEBI (LODR) Regulations, 2015.

5. **Web Link of Policies:**

   a) The Company has no subsidiary and hence there is no need to frame any policy for determining "material" subsidiary.

   b) The Company has adopted the Policy on Related Party Transactions ("RPT Policy") in line with the requirements of the Act and SEBI Listing Regulations, as amended from time to time, which is available on the website of the Company at http://gpelindia.in/Our_Policy.aspx

   c) The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not required.

6. **Certificate of Non-Disqualification of Directors:**

   The Certificate as required under 10(i) of Part C of Schedule V of the SEBI (LODR) Regulations, 2015 issued by Mr. Tushar Shridharani, Practicing Company Secretary is enclosed and marked as **Annexure A.**

7. There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the SEBI (LODR) Regulations, 2015.

8. **Details of total fees paid to statutory auditors:**

   The details of total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor are as follows:

Sr. No.	Particulars	Amount (Rs.)
1.	Audit fees	3,60,000
2.	Limited review fees	90,000
3.	Tax audit fees	-
4.	Other matters	30000
	Total	**4,80,000**

9. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

No. of Complaints filed during FY 2025-26	No. of Complaints disposed of during FY 2025-26	No. of Complaints pending as on end of FY 2025-26
0	0	0

10. During the year no loans/advances in the nature of loans to firms/companies in which directors are interested is given by the Company.

11. Disclosure of Compliance of Corporate Governance Requirements:

The Company voluntarily complies with corporate governance requirements specified in regulation 17 to 27 & clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

However, the said regulations were not applicable to the Company as per regulation 15(2)(a) of SEBI (LODR) Regulations, 2015.

12. Disclosures with respect to demat suspense account/ unclaimed suspense account:

(a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: 14 shareholders comprising of 1449 shares.

(b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: 1

(c) number of shareholders to whom shares were transferred from suspense account during the year: 1

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 17 Shareholders comprising of 1629 shares.

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

IX. CEO/CFO Certification:

Mr. T. R. Kilachand, Executive Chairman and Mr. H. H. Jani, Chief Financial Officer of the Company have certified to the Board that:

(a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief: -

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2026 which are fraudulent, illegal or violative of the Company's code of conduct.

(c) They accept responsibility for establishing and maintaining internal controls for financial reporting's and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee those deficiencies of which they are aware, in the design or operation of such internal control and that they have taken the required steps to rectify these deficiencies.

(d) They further certify that they have indicated to the auditors and Audit Committee -

(i) there have been no significant changes in internal control over financial reporting during the year.

(ii) there is no changes in accounting policies during the year.

(iii) there have been no instances of significant fraud of which they have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control system over financial reporting.

X. Discretionary Requirements under regulation 27(1) of SEBI (LODR) Regulations, 2015:

The company has complied with all the Mandatory requirements, apart from it the company has also adopted some non-mandatory requirements as follows.

1. Audit Qualifications:

a) The Company's financial statement for the year ended 31st March, 2026 does not contain any qualification.

b) Secretarial Audit Report for the year ended 31st March, 2026 does not contain any qualification.

2. Separate posts of Chairman and CEO: The Company has one Executive Chairman & one Executive Director. There is no CEO/MD in the Company.

3. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

XI. Means of Communications:

The quarterly results are communicated to Bombay Stock Exchange Ltd., Mumbai. These results are also published in one English Newspaper i.e. The Indian Express, Ahmedabad and one regional language newspaper i.e., Financial Express, Ahmedabad. Results of 4th quarter i.e., Quarter ended 31st March, 2026 has been uploaded on the Company's website: **www.gpelindia.in.**

XII. General Shareholder Information:

Annual General Meeting: **Date:** **Time:** **Venue:**	 20th August, 2026 11.00 a.m. Through Video Conference / Other Audio Visual Means
Financial Year	April 2025 to March 2026
E-voting period	Monday, 17th August, 2026 till Wednesday 19th August, 2026
Cut-off date for e-voting	Thursday, 13th August, 2026
Dates of Book Closure	Friday, 14th August, 2026 till Thursday 20th August, 2026
Dividend Payment	Dividend of Rs. 0.50/- per equity share of Rs. 10/- each (5%) will be paid on or after 20th August, 2026, subject to approval by shareholders.
Record Date	Friday, 17th July, 2026.
Listing on Stock Exchange	BSE Limited, Dalal Street, Mumbai- 400001. The Annual Listing fees for FY- 2025-26 and FY 2026-27 have been paid as per invoice raised by exchange.
Stock Code	517288
Demat ISIN Number in NSDL & CDSL for Equity Shares	INE541F01022 The Custody fees have been paid to both the depository.
Registrar and Share Transfer Agents.	**M/s. MUFG Intime India Pvt. Ltd.,** C 101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400 083 Tel No: 022 49186000/ +91 8108116767 **Email:** investor.helpdesk@in.mpms.mufg.com | **Website:** www.in.mpms.mufg.com
Share Transfer System	In terms of SEBI Listing Regulations, equity shares of the Company can only be transferred in dematerialized form while processing the service requests viz. issue of duplicate Securities certificate, Claim from unclaimed Suspense Account, renewal / exchange of Securities certificate, Endorsement, Sub- division/ splitting of Securities certificate, Consolidation of Securities certificate / folios, Transmission and Transposition. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for dematerialization of share.
Special Window for Lodgement of Share transfer request	Pursuant to the SEBI circular dated January 30, 2026, the company has enabled special window to facilitate lodgement of transfer requests executed before April, 2019 but were either not lodged for transfer or were lodged and subsequently rejected returned or not attended due to deficiency in the documents. Eligible shareholders are encouraged to submit the requisite documents to the Company/RTA before February 4, 2027. Securities transferred through this mechanism shall be credited only in demat form and will remain under a lock in, during which they cannot be transferred, lien, marked or pledged. A newspaper advertisement has been published in this regard.
Distribution of shareholding & Category-wise distribution	See Table No. 1 & 2
Dematerialisation of shares	See Table No. 3

Plant Location	PLOT NO. E/188, Gandhinagar Electronics Estate, Sector 26, Gandhinagar Gujarat – 382-028. **Telephone:** 079 45951719 **Email:** gpel@kilachand.com Web-site: www.gpelindia.in **CIN:** L21308GJ1989PLC012743
Address for correspondence	PLOT NO. E/188, Gandhinagar Electronics Estate, Sector 26, Gandhinagar Gujarat – 382-028. **Telephone:** 079 45951719 **Email:** gpel@kilachand.com

Table 1 - Distribution of Shareholding as on 31st March, 2026

Shares Range	Total Shares held	% of total Shares	No. of Shareholders	% of total Shareholders
1 to 500	17,95,088	21.00	23,765	96.86
501 to 1000	3,20,417	3.75	428	1.74
1001 to 2000	2,67,132	3.12	181	0.74
2001 to 3000	1,32,849	1.55	52	0.21
3001 to 4000	74,065	0.87	21	0.09
4001 to 5000	1,05,299	1.23	22	0.09
5001 to 10000	2,82,370	3.30	38	0.15
10001 and above	55,72,780	65.18	29	0.12
Total	**85,50,000**	**100.00**	**24,536**	**100.00**

Table 2 - Category-wise distribution of shareholding as on 31st March, 2026

Sr. No.	Category	No. of shareholders	No. of shares held	% of total shares
1.	**Promoters:**	1	44,53,745	52.09
2.	**Institutions:**			
	a. Mutual Funds	-	-	-
	b. Banks & FI	2	1,460	0.02
	c. Insurance Companies	-	-	-
	d. Others	-	-	-
3.	**Non – Institutions:**			
	a. Bodies Corp- Ltd Liability Partnership	2	670	0.01
	b. Bodies Corporate	31	47,935	0.56
	c. NRI	58	48,045	0.56
	d. HUF	97	1,24,842	1.46
	e. Clearing Members	2	523	0.01
	f. Trusts	1	60	0.00
4.	**Directors and their Relatives**	8	90,942	1.06
5.	**Key Managerial Personnel**	1	50	0.00
6.	**Escrow Demat Account**	1	1,629	0.02
7.	**Resident Individuals**	24,332	37,80,099	44.21
	Total	**24,536**	**85,50,000**	**100.00**

Table 3 - Break-up of shares in physical & electronic mode as on 31st March, 2026

Mode	No. of shareholders	% of total shareholders	No. of shares	% of total shares
Physical	17,823	72.64	13,76,110	16.10
Demat	6,713	27.36	71,73,890	83.90
Total	**24,536**	**100.00**	**85,50,000**	**100.00**

ANNEXURE A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Gujarat Poly Electronics Limited
Plot E/188, Gandhinagar Electronic Estate,
Sector 26, Gandhinagar – 382 028

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gujarat Poly Electronics Limited (hereinafter referred to as '**the Company**') having CIN - L21308GJ1989PLC012743 and having Registered Office at Plot No E/188, Gandhinagar Electronic Estate,. Sector 26, Gandhinagar - 382 028; for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Parthiv Kilachand	00005516	11-03-1992
2.	Mr. Tanil Kilachand	00006659	11-03-1992
3.	Mr. Rajan P. Vahi	00033940	24-01-2019
4.	Mr. Vinay Kumar Puniani	10706691	01-08-2024
5.	Mr. Chetan R. Desai	03246010	11-08-2024
6.	Ms. Nirmala S. Mehendale	01230600	26-03-2025

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

Tushar Shridharani
Practicing Company Secretary
Membership No.: FCS 2690 / **Certificate of Practice No.:** 2190
Peer Review Certificate No.: 1509/2021
UDIN: F002690H000317554

Place: Mumbai
Date: 12th May, 2026

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Gujarat Poly Electronics Limited

I have examined the compliance of conditions of Corporate Governance by Gujarat Poly Electronics Limited (hereinafter referred to as 'the Company') for the year ended March 31, 2026 stipulated in regulation 17 to 27 and clause (b) to (i) of regulation 46(2) and para C and D of schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations to the extent applicable.

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

Tushar Shridharani
Practicing Company Secretary
Membership No.: FCS 2690 / **Certificate of Practice No.:** 2190
Peer Review Certificate No.: 1509 / 2021
UDIN: F002690H000317620

Place: Mumbai
Date: 12th May, 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of
Gujarat Poly Electronics Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Gujarat Poly Electronics Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of Cash Flow for the year then ended and notes to the financial statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit, total comprehensive income, its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive Income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements: -

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

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

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

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

Other Matter

The financial statements of the Company for the year ended March 31, 2025 were audited by predecessor auditor Mahendra N. Shah & Co. whose report dated May 05, 2025 had expressed an unmodified opinion on those statements. The above report has been furnished to us by the management and has been relied upon by us for the purpose of our audit of the financial statements.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143 (3) of the Act, based on our audit we report that:

   i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   ii. 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 except for the matters stated in the paragraph (2)(ix)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

   iii. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   iv. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

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

   vi. The observations relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (ii) above,

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

   viii. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

   ix. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      a) The Company has disclosed the impact of pending litigations as at March 31, 2026 on its financial position in its financial statements - Refer Note 38 to the financial statements;

      b) The Company has made adequate provision, as required under the applicable law or accounting standards, for material foreseeable losses. The Company did not have any long-term derivative contracts;

      c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.Hence the question of reporting delay in depositing dues does not arise ;

      d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in the Note no.47 to the accounts no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

         (ii) The Management has represented, that, to the best of its knowledge and belief, as stated in the Note no.47 to the accounts no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (i) and (ii) above, contain any material mis-statement;

e) The company had not proposed any final dividend in the previous year, which was declared and paid by the Company during the year.

As stated in Note no 41 to the financial statements the Board of director's of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act as applicable to the extent it applies to declaration of dividend.

f) f) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the such audit trail feature was enabled and operated effectively throughout the year for all relevant transactions recorded in the software except that audit trail feature is not enabled for direct changes to database level. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect to accounting software. Additionally, the audit trail has been preserved, wherever enabled, by the Company as per the statutory requirements for record retention.

For, G.M. Kapadia & Co.,
Chartered Accountants
ICAI Firm Registration No.: 104767W

Hitesh Jain
Partner
Membership No.: 410215
UDIN: 26410215OTXRSX4820

Place: Mumbai
Date: May 12, 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on financial statements for the year ended March 31, 2026:

To the best of our information and according to the information and explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. (a) (i) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment;

(ii) The Company has maintained proper records showing full particulars of Intangible Assets;

(b) All Property, Plant and Equipment, have been physically verified by the management during the year according to a phased programme as designed by the management. This, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. We have been further informed that there are no material discrepancies were noticed between the book records and the physical verification;

(c) The Company does not hold any immovable properties which are freehold. In respect of immovable properties of land and building that have been taken on lease and classified as Right of Use Asset in the financial statements, the lease agreements are in the name of the Company;

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year;

(e) As per the information provided to us, there are no proceedings 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. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company;

ii. (a) Inventories have been physically verified during the year by the management. In our opinion, the coverage and procedure of verification is appropriate and the frequency of verification is reasonable. There were no discrepancies of 10% or more in aggregate for each class of inventory noticed on physical verification as compared to the book of accounts;

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets and hence reporting under paragraph 3(ii)(b) of the Order is not applicable

iii. The Company has not provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has made investments and granted loans or advances in the nature of loans to other parties, in respect of which:

(a) The Company has provided interest-free unsecured loans or advances in the nature of loans during the year and details of which are given below:

Particulars	**Aggregate Amount during the year (Rs. In 'Lakhs)**	**Balance outstanding at the balance sheet date (Rs. In 'Lakhs)**
Others (employees)	2.72	5.42

The Company has not given guarantee or provided security to any other entity during the year.

(b) In relation to investments made, loans and advances granted, we are of the opinion that the terms and conditions of the loans and advances provided are not prejudicial to the interest of the Company.

(c) In respect of loans granted or advances in the nature of loans provided by the Company,the schedule of repayment of principal has been stipulated and the repayments of principal amounts are regular as per stipulation in such cases.

(d) According to information and explanations given to us and based on the audit procedures performed in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has not granted Loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment. Hence, the requirements under paragraph 3(iii)(f) of the Order are not applicable to the company

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loans and investments made during the year

v. In our opinion and according to the information and explanation given to us, the Company has not accepted deposits from the public and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard;

vi. Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable

vii. (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2026, for a period of more than six months from the date they became payable;

(b) According to the information and explanation given to us, there are no outstanding disputed dues payable by the Company in case of income tax, goods and service tax or cess and any other statutory dues as on March 31, 2026.

viii. According to the information and explaination provided to us, there are no transactions that are not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting under clause 3(viii) of the Order is not applicable to the Company;

ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under paragraph 3(ix)(a) of the Order is not applicable to the Company;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements, the Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company;

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary;

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary and hence reporting on paragraph 3(ix)(f) of the Order is not applicable;

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument) during the year. Accordingly, paragraph 3(x) of the Order is not applicable.

(b) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, reporting under paragraph 3(x)(b) of the Order is not applicable to the Company;

xi. (a) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year;

(b) To the best of our knowledge, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report;

(c) No whistle-blower complaints were received during the year by the Company;

xii. In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable;

xiii. To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. According to information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;

xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under paragraph 3(xvi)(a),(b) and (c) of the Order is not applicable to the Company;

(b) The Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Reserve Bank of India (Core Investment Companies) Directions, 2025 and hence the reporting under paragraph (xvi)(b) of the Order is not applicable;

xvii. The Company has not incurred any cash losses in the financial year covered by our audit and in the immediately preceding financial year;

xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable

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

xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under paragraph 3(xx) of the Order is not applicable for the year.

For, G.M. Kapadia & Co.,
Chartered Accountants
ICAI Firm Registration No.: 104767W

Hitesh Jain
Partner
Membership No.: 410215
UDIN: 26410215OTXRSX4820

Place: Mumbai
Date: May 12, 2026

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 2(vii) under “Report on Other Legal and Regulatory Requirements” of our report on even date to the members of the Company on financial statements for the year ended March 31, 2026

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (‘Guidance Note’) issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgment, 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

Company’s internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026 based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note.

For, G.M. Kapadia & Co.,
Chartered Accountants
ICAI Firm Registration No.: 104767W

Hitesh Jain
Partner
Membership No.: 410215
UDIN: 26410215OTXRSX4820

Place: Mumbai
Date: May 12, 2026

BALANCE SHEET AS AT MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	147.00	113.39
Right-of-Use Assets	4	308.87	34.45
Other intangible assets	5	8.61	11.11
Financial assets			
Investments	6	2,911.79	1,067.01
Other financial assets	7	3.84	4.08
Deferred tax assets (Net)	8	-	8.06
Other non current assets	9	0.29	0.28
Total non-current assets		**3,380.40**	**1,238.38**
Current Assets			
Inventories	10	248.70	299.63
Financial Assets			
Trade receivables	11	359.81	472.59
Cash and cash equivalents	12	88.16	182.84
Bank balances other than above	13	-	5.00
Loans	14	5.42	5.62
Other financial assets	15	0.02	0.44
Current Tax Assets (Net)	16	8.77	13.81
Other current assets	17	8.83	10.18
Total current assets		**719.71**	**990.11**
Assets Held for Sale	18	-	27.00
Total assets		**4,100.11**	**2,255.49**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	19	855.00	855.00
Other Equity	20	3,072.23	273.07
Total equity		**3,927.23**	**1,128.07**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease Liability		28.53	33.86
Provisions	21	28.43	42.44
Total non-current liabilities		**56.96**	**76.30**
Current liabilities			
Financial Liabilities			
Borrowings	22	-	981.50
Lease Liability		5.33	4.07
Trade payables	23		
- total outstanding dues of micro enterprises and small enterprises		0.25	0.26
- other than micro enterprises and small enterprises		0.55	0.02
Other current liabilities	24	34.40	30.07
Provisions	25	51.90	35.20
Deferred Tax Liabilities (Net)	26	23.49	-
Total current liabilities		115.92	1,051.12
Total equity and liabilities		**4,100.11**	**2,255.49**

Material Accounting Policy Information 1-2

Refer accompanying notes. These notes are an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.: 104767W

Hitesh Jain
Partner
(Membership No. 410215)
Place: Mumbai
Date: May 12, 2026

For and on behalf of the Board of Directors

V. K. Puniani
Executive Director
DIN 10706691

T. R. Kilachand
Executive Chairman
DIN 00006659

H. H. Jani
Chief Financial Officer

Nivedita Nambiar
Company Secretary & Compliance Officer
(M. No.: 8479)
Place: Mumbai
Date: May 12, 2026

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

Particulars	Note No.	Year Ended March 31, 2026	Year Ended March 31, 2025
Income			
Revenue from operations	27	1,689.31	1,779.24
Other income	28	3,185.24	84.93
Total Income		**4,874.55**	**1,864.17**
Expenses			
Cost of materials consumed	29	0.18	0.66
Purchases of stock-in-trade	30	1,063.49	1,129.32
Changes in inventories of finished goods, stock in trade and work in progress	31	24.32	(14.61)
Employee benefits expense	32	324.69	320.69
Finance costs	33	3.25	3.59
Depreciation and amortisation expense	34	21.37	20.80
Other expenses	35	248.86	151.61
Total Expenses		**1,686.15**	**1,612.06**
Profit before tax		**3,188.40**	**252.11**
Tax expenses	36		
Current tax (for the year)		356.86	8.44
Current Tax (relating to prior years)		**(3.27)**	-
Deferred tax		**32.59**	**29.19**
Total Tax expense		**386.18**	**37.63**
Profit after tax for the period		**2,802.22**	**214.48**
Other comprehensive Income / (Loss)			
Items that will not be reclassified to Profit or Loss			
Remeasurements of the defined benefit plans		(4.12)	(17.14)
OCI Income tax of items that will not be reclassified to P&L		1.04	4.31
Total other comprehensive Loss		(3.08)	(12.83)
Total Comprehensive Income for the period		**2,799.14**	**201.65**
Earnings per equity share :			
Basic (in Rs.)	37	32.77	2.51
Diluted (in Rs.)		32.77	2.51
Material Accounting Policy Information	1-2		

Refer accompanying notes. These notes are an integral part of the financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.: 104767W

Hitesh Jain
Partner
(Membership No. 410215)

Place: Mumbai
Date: May 12, 2026

For and on behalf of the Board of Directors

V. K. Puniani
Executive Director
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Executive Chairman
DIN 00006659

H. H. Jani
Chief Financial Officer

Nivedita Nambiar
Company Secretary & Compliance Officer
(M. No.: 8479)

Place: Mumbai
Date: May 12, 2026

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

A. Equity share capital

Particulars	Amount.
As at April 01, 2025	**855.00**
Changes during the year	-
As at March 31, 2026	**855.00**

Particulars	Amount.
As at April 01, 2024	**855.00**
Changes during the year	-
As at March 31, 2025	**855.00**

B. Other Equity

Particulars	Capital Redemption Reserve	Retained Earnings	Total Other Equity
As at April 1, 2024	**-**	**71.42**	**71.42**
Add: Profit for the year	-	214.48	**214.48**
Add: Remeasurements recognised in Other Comprehensive Income (net of tax)	-	(12.83)	**(12.83)**
Balance as at March 31, 2025	**-**	**273.07**	**273.07**
Add: Profit for the year	-	2,802.22	2,802.22
Add: Transfer to/from Retained Earnings	981.50	(981.50)	-
Add: Remeasurements recognised in Other Comprehensive Income (net of tax)	-	(3.08)	(3.08)
Balance as at March 31, 2026	**981.50**	**2,090.73**	**3,072.23**

Material Accounting Policy Information (Refer Note 1 to 2)
Refer accompanying notes. These notes are an integral part of the financial statements.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.: 104767W

Hitesh Jain
Partner
(Membership No. 410215)

Place: Mumbai
Date: May 12, 2026

For and on behalf of the Board of Directors

V. K. Puniani
Executive Director
DIN 10706691

T. R. Kilachand
Executive Chairman
DIN 00006659

H. H. Jani
Chief Financial Officer

Nivedita Nambiar
Company Secretary & Compliance Officer
(M. No.: 8479)

Place: Mumbai
Date: May 12, 2026

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

Particulars		Year Ended March 31, 2026	Year Ended March 31, 2025
(A)	**Cash flow From Operating Activities**		
	Profit before income tax	**3,188.40**	**252.11**
	Adjustment to Profit Before Tax:		
	Depreciation and amortization expense	21.37	20.80
	Gain on sale of PPE (Net)	(3,029.52)	(1.35)
	Fair value gain on investments measured at FVTPL	(117.27)	(75.19)
	Gain on redemption of investments	(28.08)	-
	Gratuity and compensated absences	17.47	20.69
	Allowance for bad & doubtful debts (Net)	4.97	0.82
	Interest income	(4.67)	(3.14)
	Interest expense on lease liabilities	3.25	3.59
	Provision of Bonus	6.13	6.74
	Liabilities no longer required written back	0.12	0.96
		62.17	**226.04**
	Change in operating assets and liabilities :		
	Decrease/(increase) in trade receivables	107.80	(63.11)
	Decrease/(increase) in inventories	50.92	(14.01)
	Increase/(decrease) in trade payables	0.52	(83.30)
	Decrease in other financial assets	0.66	1.09
	Increase in other non-current assets	(0.01)	(0.03)
	Decrease in other current assets	33.51	11.55
	Decrease/(increase) in Loans	0.20	(1.82)
	Decrease in provisions	(21.76)	(54.92)
	Increase/(decrease) in other current liabilities	4.22	(2.84)
	Cash generated from operations	**238.23**	**18.63**
	Direct taxes paid (Net of Refund)	(383.95)	(22.25)
	Net cash flow used in operating activities (A)	**(145.72)**	**(3.62)**
(B)	**Cash flow From Investing Activities**		
	Purchase of investments	(2,774.93)	-
	Proceeds from sale of investments	1,075.50	0.17
	Payments for acquisition of property, plant and equipment	(395.18)	(16.21)
	Proceeds from sale of property, plant and equipment (net) (Refer Note 28)	3,124.80	1.65
	Interest income	4.67	3.27
	Redemption of Fixed Deposits having maturity more than three months	5.00	10.00
	Net Cash flow from/(used in) Investing Activities (B)	**1,039.86**	**(1.11)**

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(C)	**Cash flow From Financing Activities**		
	Payment of lease liabilities	(7.32)	(7.16)
	Redemption of Preference Shares (Refer Note 22)	(981.50)	-
	Net cash flow used in financing activities (C)	**(988.82)**	**(7.16)**
	Net decrease in cash and cash equivalents (A+B+ C)	(94.68)	(11.89)
	Cash and cash equivalents at the beginning of the year	182.84	194.73
	Cash and Cash Equivalents at the end of the year	**88.16**	**182.84**

Reconciliation of cash and cash equivalents as per the cash flow statement :

Cash and cash equivalents	**Year Ended March 31, 2026**	Year Ended March 31, 2025
Balance with Banks:		
Cash on Hand	-	-
On current accounts	88.16	182.84
Balance as per the cash flow statement	**88.16**	**182.84**

1) Above statement has been prepared by using Indirect method as per Ind AS 7 on Statement of Cash flows.
2) Refer accompanying notes. These notes are an integral part of the financial statements.
3) Changes in liabilities arising from financing activities

Particulars	**As at March 31, 2025**	**Net cash flows**	**Non cash changes**	**As at March 31, 2026**
Lease liabilities	37.93	(7.32)	3.25	33.86
Preference shares	981.50	(981.50)	-	-
Total liabilities from financing activities	1,019.43	(988.82)	3.25	33.86

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.: 104767W

Hitesh Jain
Partner
(Membership No. 410215)

Place: Mumbai
Date: May 12, 2026

For and on behalf of the Board of Directors

V. K. Puniani
Executive Director
DIN 10706691

T. R. Kilachand
Executive Chairman
DIN 00006659

H. H. Jani
Chief Financial Officer

Nivedita Nambiar
Company Secretary & Compliance Officer
(M. No.: 8479)

Place: Mumbai
Date: May 12, 2026

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

Background

Gujarat Poly Electronics Limited is engaged in the manufacturing and trading of Ceramic Capacitors both Multilayer and Single layer. The company is public limited company and is listed on the Bombay Stock Exchange (BSE)and it is subsidiary of Polychem Ltd. The Registered Office of the company is located at Gandhinagar, Gujarat.

1.00 Summary of Material accounting policy information

This note provides a list of the Material accounting policies information adopted in the presentation of these financial statements.

1.01 BASIS OF PREPARATION

(i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") and relevant rules issued thereunder. In accordance with proviso to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards.

(ii) Authorisation of financial Statements

The financial statements were approved for issue by Board Of Directors at their meeting held on May 12, 2026.

(iii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

• certain financial assets and liabilities is measured at fair value; and

• defined benefit plans – fair value of plan assets less the present value of the defined benefit obligations.

1.02 FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs, except where otherwise indicated.

1.03 CURRENT VERSUS NON-CURRENT CLASSIFICATION

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle. Based on the nature of operations, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

1.04 USE OF JUDGEMENTS, ESTIMATES & ASSUMPTIONS

While preparing standalone financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluates these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are as below:

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

Key sources of estimation uncertainty

a) Financial instruments; (Refer note 42)

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs for valuation techniques are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

b) Useful lives of property, plant and equipment and intangible assets; (Refer note 1.06 & 1.07)

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of an asset.

c) Valuation of inventories; (Refer note 1.10)

The Company estimates the net realisable value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

d) Assets and obligations relating to employee benefits; (Refer note 39)

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

e) Evaluation of recoverability of deferred tax assets; (Refer note 8)

The extent to which deferred tax assets can be recognised is based on the assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised. The Company uses the judgement to determine the amount of deferred tax that can be recognised based upon the likely timing and the level of future taxable profits and business developments.

f) Contingencies. (Refer note 38)

Management judgement is required for assessing the possible outcomes of contingencies, claims and litigation against the Company and estimating the possible outflow of resources, if any, in respect of contingencies, claim, litigations.

1.05 FOREIGN CURRENCY TRANSACTIONS

Transactions and balances

Monetary items

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss.

Non – Monetary items

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

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

1.06 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

Depreciation on Property, plant and equipment

Depreciation on Property, Plant & Equipment is provided on straight line method except Furniture and Fixtures. In accordance with requirements prescribed under Schedule II of Companies Act, 2013, the Company has assessed the estimated useful lives of its Property, Plant & Equipment and has adopted the useful lives and residual value as prescribed in Schedule II. Furniture and Fixtures are depreciated on written down value basis.

In case of additions/deletions during the year, the depreciation is computed from the month in which such assets are put to use and upto the previous month of sale or disposal as the case may be. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

All assets costing up to Rs. 10,000 (in ₹) are fully depreciated in the year of capitalization.

Derecognition of Property, Plant and Equipment

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of an item of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

1.07 INTANGIBLE ASSETS

Recognition and measurement

Intangible assets with finite useful lives that are acquired are recognised only if they are separately identifiable and the Company expects to receive future economic benefits arising out of them. Such assets are stated at cost less accumulated amortization and impairment losses. Intangible Assets with indefinite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses.

Amortisation of Intangible Assets

Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each year end. The amortisation expense on Intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and Loss.

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

1.08 IMPAIRMENT OF ASSETS (Other than Financial Assets)

Carrying amount of tangible assets and intangible 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.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company's 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.

1.09 LEASES

As a Lessee

Operating Lease

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term ending within 12 months and the Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

1.10 INVENTORIES

Inventories are valued at the lower of cost (determined on FIFO basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including indirect taxes and other levies, transit insurance and receiving charges. Work-in-progress and Finished goods include appropriate proportion of overheads and, where applicable.

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

1.11 CASH AND CASH EQUIVALENTS

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

1.12 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortised Cost:

A financial asset is classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue 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.

FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of Financial Assets

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

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date);

or

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

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. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed. For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Classification and Subsequent measurement: Financial Liabilities

The Company's financial liabilities include trade payables and other financial liabilities.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Assets and Financial Liabilities:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.Financial liability is also derecognised, when its terms are modified and the cash flows of the modified liability substantially different, in which case a new financial liability based on modified terms is recognised at fair value.

Write-off:

The gross carrying amount of a financial asset is written off when there are no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Offsetting Financial Instruments:

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

1.13 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre-tax rate. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liability

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent Asset

Contingent asset is not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

1.14 REVENUE RECOGNITION

The Company derives revenue primarily from manufacture and trading of Ceramic Capacitors both Multilayer and Single Layer.

The Revenue is recognised upon transfer of control of promised products to customers at the amount of transaction price (net of variable consideration) that reflects the consideration the Company expects to receive in exchange for those products. Revenue is measured based on the fair value of consideration specified in the contract with customer and excludes amounts collected on behalf of third parties.

Sale of Goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customers and there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Other Revenue

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

Revenue in respect of insurance/other claims etc, is recognized only when it is reasonably certain that the ultimate collection will be made.

1.15 TAXES ON INCOME

Current Tax:

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities.

1.16 <u>GRATUITY AND OTHER POST - EMPLOYEE BENEFITS</u>

a) Short-term obligations

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Post-employment obligations

The Company operates the following post-employment schemes:

• defined benefit plans such as gratuity; and

• defined contribution plans such as provident fund.

<u>Defined Benefits Plans</u>

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present

MATERIAL ACCOUNTING POLICY INFORMATION AND NOTES TO THE FINANCIAL STATEMENTS.

value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in Statement of Profit and Loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

c) Other long-term employee benefit obligations

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

1.17 EARNINGS PER SHARE (EPS)

Basic earnings per share Basic earnings per share is calculated by dividing the profit (or loss) attributable to the owners of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

2.00 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under the companies (Indian Accounting standards) Rules, 2015 as amended from time to time. For the year ended March 31, 2026, the MCA has notified IND AS 1 Presentation of Financial statement relating to classification of liabilities as current or non-current and non-current liabilities with Covenants, Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments relating to disclosure of supplier finance arrangements and Ind AS 12 Income Taxes relating to International tax reform - Pillar Two Model Rules, applicable to company, w.e.f. April 2025.The company has reviewed the new pronouncement and based on its evaluation has determined that the new pronouncement is not applicable to the company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

3 Property, plant and equipment:

All amounts are in 'Lakhs' unless otherwise stated

	Gross Block				Depreciation				Net Block	Net Block
Name of Assets	**As at April 1, 2025**	**Additions**	**Deductions**	**As at March 31, 2026**	**As at April 1, 2025**	**Additions**	**Deductions**	**As at March 31, 2026**	**As at March 31, 2026**	**As at March 31, 2025**
Land (Lease Hold)	16.28	-	16.28	-	1.69	0.09	1.78	-	-	14.59
Building - Factory	65.12	113.73	65.13	113.72	41.50	1.53	41.82	1.21	112.52	23.62
Plant & Machinery	30.65	-	29.50	1.15	0.74	0.04	0.56	0.22	0.93	29.91
Electrical Installation	2.53	2.50	2.51	2.52	0.71	0.19	0.83	0.07	2.44	1.82
Furniture & Fixtures	3.15	-	0.51	2.64	0.79	0.42	0.42	0.79	1.85	2.36
Office Equipment	10.51	0.25	0.97	9.79	9.20	0.22	0.74	8.68	1.10	1.30
Vehicles	74.42	-	12.96	61.46	38.59	7.10	10.22	35.47	26.00	35.83
Computer & Peripherals	14.29	0.59	1.29	13.59	10.33	2.08	0.96	11.45	2.16	3.96
Total	**216.94**	**117.08**	**129.15**	**204.87**	**103.55**	**11.67**	**57.33**	**57.89**	**147.00**	**113.39**

	Gross Block				Depreciation				Net Block	Net Block
Name of Assets	**As at April 1, 2024**	**Additions**	**Deductions**	**As at March 31, 2025**	**As at April 1, 2024**	**Additions**	**Deductions**	**As at March 31, 2025**	**As at March 31, 2025**	**As at March 31, 2024**
Land (Lease Hold)	16.28	-	-	16.28	1.52	0.17	-	1.69	14.59	14.76
Building - Factory	65.12	-	-	65.12	40.91	0.58	-	41.50	23.62	24.20
Plant & Machinery	30.65	-	-	30.65	0.70	0.05	-	0.74	29.91	29.95
Electrical Installation	2.53	-	-	2.53	0.52	0.19	-	0.71	1.82	2.01
Furniture & Fixtures	0.50	2.65	-	3.15	0.42	0.37	-	0.79	2.36	0.08
Office Equipment	10.51	-	-	10.51	8.82	0.39	-	9.20	1.30	1.69
Vehicles	66.54	11.30	3.41	74.42	34.02	7.68	3.11	38.59	35.83	32.52
Computer & Peripherals	12.49	1.80	-	14.29	8.64	1.69	-	10.33	3.96	3.85
Total	**204.61**	**15.75**	**3.41**	**216.94**	**95.55**	**11.11**	**3.11**	**103.55**	**113.39**	**109.06**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

4 Right of use assets:

As at March 31, 2026

Particulars	Gross carrying amount				Accumulated Depreciation				Net Block	
	As at April 1, 2025	Additions	Deductions	As at March 31, 2026	As at April 1, 2025	Additions	Deductions	As at March 31, 2026	As at March 31, 2026	As at March 31, 2025
Building	69.15	281.62	-	350.78	34.70	7.20	-	41.91	308.87	34.45
Total	**69.15**	**281.62**	**-**	**350.78**	**34.70**	**7.20**	**-**	**41.91**	**308.87**	**34.45**

As at March 31, 2025

Particulars	Gross carrying amount				Accumulated Depreciation				Net Block	
	As at April 1, 2024	Additions	Deductions	As at March 31, 2025	As at April 1, 2024	Additions	Deductions	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Building	69.15	-	-	69.15	28.83	5.87	-	34.70	34.45	40.32
Total	**69.15**	**-**	**-**	**69.15**	**28.83**	**5.87**	**-**	**34.70**	**34.45**	**40.32**

5 Other Intangible Assets:

All amounts are in 'Lakhs' unless otherwise stated

	Gross carrying amount				Amortisation / Impairment				Net Block	
Particulars	As at April 1, 2025	Additions	Deductions	As at March 31, 2026	As at April 1, 2025	Additions	Deductions	As at March 31, 2026	As at March 31, 2026	As at March 31, 2025
Software	28.98	-	4.19	24.80	17.88	2.50	4.19	16.19	8.61	11.11
Total	**28.98**	**-**	**4.19**	**24.80**	**17.88**	**2.50**	**4.19**	**16.19**	**8.61**	**11.11**

	Gross carrying amount				Amortisation / Impairment				Net Block	
Particulars	As at April 1, 2024	Additions	Deductions	As at March 31, 2025	As at April 1, 2024	Additions	Deductions	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Software	28.53	0.46	-	28.98	14.06	3.81	-	17.88	11.11	14.46
Total	**28.53**	**0.46**	**-**	**28.98**	**14.06**	**3.81**	**-**	**17.88**	**11.11**	**14.46**

Notes:

Remaining Useful life as at March 31, 2026 of Intangible Assets is as below:

Particulars	Within One year	2 to 5 years	Total WDV
Software	2.40	6.21	8.61
Total	**2.40**	**6.21**	**8.61**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

6 Non-Current investments

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Investment in Mutual Funds (Measured at Fair Value through Profit or Loss)		
Unquoted Investments	2,911.79	1,067.01
Total	**2,911.79**	1,067.01
Aggregate Amount of Unquoted Investments	2,911.79	1,067.01
Aggregate market value of Quoted Investments	-	-
Aggregate amount of impairment in value of investments	-	-

7 Other Financial assets (Non-current)

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Security deposits	3.32	3.56
Deposit with HDFC (As a security refer note 40)	0.52	0.52
Total	**3.84**	**4.08**

8 Deferred tax assets / (liabilities) (Net)

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Asset Relating to earlier years	**-**	**32.94**
Add/(Less): Liability/(Assets) for the year		
(Charged)/Credited to P & L	**-**	**(29.19)**
(Charged)/Credited to OCI	**-**	**4.31**
Total	**-**	**8.06**

9 Other non current assets

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Other Receivables		
- Employees' Superannuation Scheme	0.19	0.18
- GPEL Employees GGCA Trust	0.10	0.10
Total	**0.29**	**0.28**

10 Inventories

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Raw materials	-	26.26
Work-in-progress	-	0.37
Finished goods	2.03	2.10
Stock-in-trade	246.29	270.53
Consumables	-	0.06
Packing Material	0.38	0.31
Total	**248.70**	**299.63**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

11 Trade Receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables - Considered good -Secured	-	-
Trade receivables - Considered good -UnSecured	359.81	472.59
Trade Receivable-Credit Impaired	7.66	2.69
Total	**367.47**	**475.28**
Less : Loss allowance for doubtful receivables	(7.66)	(2.69)
Total	**359.81**	**472.59**

Trade Receivables ageing schedule as on March 31, 2026

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months including not due	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
-considered good	334.46	25.35	-	-	-	359.81
-which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	1.03	1.13	5.50	-	-	7.66
Disputed						
-considered good	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-
Sub Total	**335.49**	**26.48**	**5.50**	**-**	**-**	**367.47**
Less: Loss allowance for doubtful receivables						(7.66)
Total						**359.81**

Trade Receivables ageing schedule as on March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months including not due	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed						
- considered good	468.38	4.21	-	-	-	472.59
- which have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	0.11	0.12	-	2.46	-	2.69
Disputed						
- considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
Subtotal	**468.49**	**4.33**	**-**	**2.46**	**-**	**475.28**
Less: Loss allowance for doubtful receivables						(2.69)
Total						**472.59**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

12 Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash On Hand	-	-
Balances with banks:		
On current accounts	88.16	182.84
Total	**88.16**	**182.84**

13 Bank Balances other than cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Other bank balances		
Fixed deposits with Bank*	-	5.00
Total	**-**	**5.00**

*Fixed Deposits were redeemed during the current year

14 Loans (Current)

Particulars	As at March 31, 2026	As at March 31, 2025
Loans to employees		
Unsecured, considered good unless stated otherwise	5.42	5.62
Total	**5.42**	**5.62**

15 Other current financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued on bank deposit	0.02	0.44
Total	**0.02**	**0.44**

16 Current Tax Assets (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Advance Income Tax (Net of Provision)	8.77	13.81
Total	**8.77**	**13.81**

17 Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advances other than capital advances		
Unsecured, considered good unless stated otherwise		
Advance to Supplier	0.49	0.80
Balances with government authorities	1.44	2.15
Prepaid expenses	6.90	7.23
Total	**8.83**	**10.18**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

18 Assets held for sale

Particulars	As at March 31, 2026	As at March 31, 2025
Plot of Land at cost	-	27.00

During the previous year, the Company had classified a leasehold land as an asset held for sale in accordance with Ind AS 105, as management was committed to a plan to dispose of the asset. The asset was measured at the lower of its carrying amount and fair value less costs to sell. The said asset was sold during the current year and, accordingly, no asset is classified as held for sale as at March 31, 2026.

19 Equity Share Capital

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised share capital:		
1,20,00,000 (March 31, 2025: 1,20,00,000) Equity Shares of Rs.10/- each	1,200.00	1,200.00
Preference share capital		
10,00,000 (March 31, 2025: 10,00,000) ½% Non-cumulative Preference shares of Rs.100 each	1,000.00	1,000.00
Total	**2,200.00**	**2,200.00**
Issued, Subscribed & Paid up Capital		
85,50,000 (March 31, 2025: 85,50,000) Equity shares of Rs.10/- each (fully paid up)	855.00	855.00
Total issued, subscribed and fully paid-up share capital	**855.00**	**855.00**

a. Reconciliation of shares outstanding as at the beginning and at the end of the reporting period:

Equity shares	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the period	85,50,000	855.00	85,50,000	855.00
Issued during the year	-	-	-	-
Outstanding at the end of the period	**85,50,000**	**855.00**	**85,50,000**	**855.00**

b. Rights, preferences and restrictions attached to shares:

Equity Shares

The Company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

c. Shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% of holding	No. of Shares	% of holding
Equity shares of Rs. 10 each fully paid				
Name of the Shareholder				
Polychem Limited	44,53,745	52.09%	44,53,745	52.09%

d. Details of share holders holding more than 5% shares in the company

Name of Share Holder	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Equity shares of Rs. 10 each fully paid				
Name of the Shareholder				
Polychem Limited	44,53,745	52.09%	44,53,745	52.09%

e. Details of Promoter holding Shares in the company

Name of Promotor	As at March 31, 2026		As at March 31, 2025		% Change
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding	
Equity shares of Rs. 10 each fully paid					
Name of the Shareholder					
Polychem Limited	44,53,745	52.09%	44,53,745	52.09%	-

20 Other equity

Particulars	As at March 31, 2026	2025
Capital Redemption reserve	981.50	-
Retained Earnings	2,106.62	285.90
Other Comprehensive Income	(15.91)	(12.83)
Total	**3,072.23**	**273.07**

Movement of Other Equity

Particulars	As at March 31, 2026	2025
Capital Redemption Reserve		
Balance at the beginning of the year	-	-
Add: Transfer from P&L	981.50	
Closing Balance	**981.50**	**-**
Retained Earnings		
Balance at the beginning of the year	285.90	71.42
Add: Profit during the year	2,802.22	214.48
Less: Appropriation		
Transfer to Capital Redemption Reserve	981.50	-
Balance at the end of the year	**2,106.62**	**285.90**
Other items of OCI		
Balance at the beginning of the year	(12.83)	-
Remeasurement Gain/(Loss) of defined Benefit Plan(net of tax)	(3.08)	(12.83)
Balance at the end of the year	**(15.91)**	**(12.83)**
Total	3,072.23	273.07

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

Description of the nature and purpose of each reserve within equity is as follows:

Retained Earnings:

Retained earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividend and adjustments on account of transition to Ind AS.

Capital Redemption Reserve:

The Capital Redemption Reserve is created on redemption of 0.5% 10,00,000 Redeemable Non-Cumulative Preference Shares of Rs.100/- in the Financial Year 2025-2026 pursuant to Section 69 of the Companies Act, 2013.

Other Comprehensive Income:

This comprises changes in the fair value of Defined Benefit Plans recognised in Other Comprehensive Income (OCI).

21 Provisions (Non-Current)

Particulars	As at March 31,	
	2026	**2025**
Provision for employee benefits		
Gratuity payable (Funded)	11.43	12.04
Leave Encashment	17.00	30.40
Total	**28.43**	**42.44**

22 Borrowings (Current)

Particulars	As at March 31,	
	2026	**2025**
Preference Share Capital	-	981.50
Total	**-**	**981.50**

During the year, the Company redeemed its entire outstanding 9,81,500 0.5% Non-Cumulative Redeemable Preference Shares of ₹100 each, aggregating to ₹981.50 lakhs, at par out of distributable profits in compliance with Section 55 of the Companies Act, 2013. Accordingly, no preference shares remain outstanding as at March 31, 2026, and the requisite amount has been transferred to the Capital Redemption Reserve. The redemption was effected pursuant to the extended redemption period approved by the National Company Law Tribunal vide Order dated November 24, 2023.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

23 Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of Micro Enterprise and small enterprise	0.25	0.26
Total outstanding dues Creditor other than Micro Enterprise and small enterprise	0.55	0.02
Total	**0.80**	**0.28**

23.1 Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

Particulars	2026	2025
Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.25	0.26
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Note: The disclosure relating to Micro and Small Enterprises has been determined based on the information available with the Company and the confirmations received from suppliers regarding their registration under the MSMED Act, 2006.

Trade Payables ageing schedule as on March 31, 2026

Particulars	Outstanding for following periods from due date of payment			Total
	Not Due	Less than 1 year	More than 1 year	
(i) MSME	0.25	-	-	0.25
(ii) Others	0.55	-	-	0.55
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
Total	0.80	-	-	**0.80**

Trade Payables ageing schedule as on March 31, 2025

Particulars	Outstanding for following periods from due date of payment			Total
	Not Due	Less than 1 year	More than 1 year	
MSME	0.26	-	-	0.26
Others	0.02	-	-	0.02
Disputed dues- MSME	-	-	-	-
Disputed dues- Others	-	-	-	-
Total	0.28	-	-	**0.28**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

24 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Advance received from customers	0.08	0.50
Statutory dues payable	13.69	9.22
Leave Travel Allowance payable	7.58	7.48
Provision for Expenses	13.05	12.87
Total	**34.40**	**30.07**

25 Provisions (Current)

Particulars	As at March 31, 2026	As at March 31, 2025
Bonus Payable	5.83	5.74
Gratuity payable (Funded)	11.07	10.61
Leave Encashment	35.00	18.84
Total	**51.90**	**35.20**

26 Deferred tax assets / (liabilities) (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Liability	30.19	-
Property Plant and equipment	23.96	-
Others including Investments	**54.15**	**-**
Deferred Tax Assets		
Other deductible temporary basis	30.66	-
Total	**23.49**	**-**

Particulars	As at March 31, 2025	Recognized in Profit/(loss) account	As at March 31, 2026
Deferred Tax Liability in relation to :			
Property,Plant and Equipment	(12.35)	(17.84)	(30.19)
Other Temporary Differences	20.41	(13.71)	6.70
Total	**8.06**	**(31.55)**	**(23.49)**

27 Revenue from operations

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Revenue from operations		
Sale of products (Net)	1,687.30	1,778.94
Other operating revenue		
Scrap Sales	2.01	0.30
Total	**1,689.31**	**1,779.24**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

28 Other Income

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Interest Income	4.67	3.14
Other non - operating income		
Gain on sale of property, plant and Equipment	3,029.51	1.35
Fair Value Gain on Investments Measured at FVTPL	117.27	75.19
Gain on sale of investments	28.08	-
Liabilities no longer required written back	0.06	-
Foreign Exchange Gain	1.30	4.75
Other non-operating income	2.57	0.49
Miscellaneous Income	1.78	0.01
Total	**3,185.24**	**84.93**

29 Cost of materials consumed

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Raw Material consumed		
Opening stock	26.25	26.75
Add:Purchases	-	0.16
Less: Inventory write off	(26.07)	-
Less: Closing stock	-	(26.25)
Total	**0.18**	**0.66**

During the year, the company reviewed the carrying value of inventories relating to its manufacturing activities. Based on management's assessement of their recoverability and future usability, raw materials amounting to Rs.26.07 lakhs and work-in-progress amounting to Rs.0.37 lakh (aggregating Rs.26.44 lakhs) were written off. Accordingly, only Rs.0.18 lakhs represents the cost of raw materials actually consumed during the year.

30 Purchases of Stock-in-trade

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Purchases of Stock-in-Trade	1,063.49	1,129.32
Total	**1,063.49**	**1,129.32**

31 Changes in inventories of finished goods, Stock in Trade and work in progress

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Opening stock		
Finished Goods	2.10	1.86
Work-in-progress	0.37	2.73
Stock in trade	270.53	253.80
Less: Closing Stock		
Finished Goods	2.03	2.10
Work-in-progress	-	0.37
Stock in trade	246.28	270.53
Work-in-progress writen off	0.37	-
Net (Increase)/Decrease	**24.32**	**(14.61)**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

32 Employee Benefits Expense

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Salaries, wages & incentives	275.76	270.52
Contribution to provident and other fund	27.20	25.57
Gratuity Expense (Refer Note 39)	6.73	6.65
Staff welfare expenses	15.00	17.94
Total	**324.69**	**320.69**

33 Finance costs

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Interest on Lease Liabilities	3.25	3.59
Total	**3.25**	**3.59**

34 Depreciation and amortisation expense

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Depreciation of property, plant and equipment	11.67	11.11
Amortisation of Intangible assets	2.49	3.81
Depreciation of Right-of-use Assets	7.21	5.88
Total	**21.37**	**20.80**

35 Other expenses

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Advertisement expenses	0.56	0.46
Bank Charges	0.04	0.03
Conveyance & travelling expenses	11.77	11.88
Director Sitting Fees	3.12	3.12
Director Commission	1.80	1.31
Expected Credit Loss	7.43	0.82
Electric Power, oil fuel and water charges	5.03	5.87
Factory Expense	7.74	5.07
Freight Outward(net)	12.30	12.20
General charges	2.64	0.73
Insurance charges	10.64	10.06
Legal and professional fees	62.66	28.03
Membership & subscription	1.07	0.88
Motor car expenses	15.80	15.36
Property Tax	10.17	3.94
Postage & courier expenses	0.13	0.18
Printing & Stationery expenses	2.93	2.68
Auditors' Remuneration		
Audit fees	3.60	3.60
Limited review fees	0.90	0.90
Tax audit fees	-	0.60
Other Services	0.30	1.75
Rates & taxes	0.76	0.90

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

35 Other expenses

Particulars	**Year Ended March 31, 2026**	**Year Ended March 31, 2025**
Repair & Maintenance		
Machinery	0.06	0.09
Others	34.93	13.24
Selling and distribution expense	4.79	3.16
Security Service Charges	9.27	11.88
Packing material consumed	1.33	1.20
Telephone expenses	2.55	2.55
Other Expenses	6.48	5.03
Inventory and Other Written off	26.62	-
Stores and spares consumed	0.05	-
Miscellaneous expenses	1.39	4.09
Total	**248.86**	**151.61**

36 Income Tax

	Particulars	**As at March 31,**	
		2026	**2025**
	Income Tax Expense		
	In respect of current year	356.86	8.44
	In respect of prior year	(3.27)	-
a)	**Total current tax**	**353.59**	**8.44**
	Deferred tax	32.59	29.19
	In respect of current year	**32.59**	**29.19**
	Income tax reported in Other Comprehensive Income	(1.04)	(4.31)
	Remeasurement of defined benefit plans	(1.04)	(4.31)
b)	**Total Deferred tax**	31.55	24.88
	Total tax expense charged to statement of Profit and Loss (a + b)	**385.14**	**33.32**

c) **Reconciliation between the Statutory income tax rate applicable to the company and the effective income tax rate is as follows:**

Particulars	**As at March 31,**	
	2026	**2025**
Net profit before tax	3188.40	252.11
Effective Tax rate applicable to the company	25.17%	25.17%
Tax amount at the enacted income tax rate	802.46	63.45
Add : Expenses disallowed	14.010	13.23
Less : Expenses Allowed / Income Taxed on Special Rates	(806.13)	(35.95)
Tax relating to long term capital gains	346.52	-
Other Items including deferred tax	28.28	(7.41)
Income tax expense	**385.14**	**33.32**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

37 Earnings Per Share (EPS)

Particulars	As at March 31, 2026	As at March 31, 2025
Profit for the year	2802.22	214.48
Net Profit attributable to Equity Shareholders	2802.22	214.48
Number of Equity Shares for Basic EPS	85,50,000	85,50,000
Add : Diluted Potential Equity Shares	-	-
Number of Equity Shares for Diluted EPS	85,50,000	85,50,000
Basic earning per share (Amount in Rs.):	32.77	2.51
Diluted earning per share (Amount in Rs.):	32.77	2.51
Nominal Value Per Share in Rupees (in Rs.)	10.00	10.00

There are no instruments, including contingently issuable shares, that could potentially dilute basic earnings per share; hence, diluted earnings per share equals basic earnings per share.

38 Contingent Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Disputed Demand of Employees' State Insurance Corporation *	Nil	Nil
* Bank Guarantee is issued to ESIC as security for Rs. 52,000/-	Nil	Nil

39 Employee benefits Obligations

(a) Labour Law:

The Code on Social Security, 2020 has been notified and made effective from November 21 2025, thereby replacing the erstwhile Payment of Gratuity Act, 1972. The Code on Social Security, 2020 has updated the definition of the gratuity salary to "Wages" as defined in the Code on Wages, 2019. The Company has assessed the impact of the Code and recognise the same as at March 31, 2026.

(b) Defined Contribution Plans:	As at March 31, 2026	As at March 31, 2026
Amount recognized as an expense and included in Note 32 of Statement of Profit and Loss		
1 Contribution to Provident Fund	16.89	15.44
2 Contribution to Pension Fund	3.86	4.22
3 Contribution to Superannuation Fund	6.45	5.92
	27.20	**25.57**

c) Defined Benefit Plans:

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Code on Social Security, 2020. The gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days' salary for each completed year of service. Vesting occurs upon completion of Five (5) continuous years of service as governed by the Code on Social Security, 2020. The Present value of the defined benefit obligations and related current service cost were measured using the Projected Unit Credit Method, with actuarial valuation being carried out at each Balance Sheet date.The Gratuity Plan is administered by "Gujarat Poly Electronics Limited" and Gujarat Poly Electronics Limited Trust, that is legally separated from the Company. The company expects to pay Rs. 7.20 lacs /- in contributions to defined benefit plans in financial year 2026-27.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

These plans typically expose the Company to Actuarial risks such as : investment risk, interest rate risk, longevity risk and salary risk. No other post-retirement benefit are provided to the employees.

Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has investment with LIC of India
Interest Risk	A decrease in the interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

d) Principal assumptions used for the purpose of actuarial valuation

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Discount rate	7.27%	6.79%
Expected rate of salary increase	6.00%	6.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14) URBAN	Indian Assured Lives Mortality (2012-14) URBAN

e) Amounts recognised in Statement of Profit and Loss in respect of defined benefit plans

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Service cost:		
Current service cost	4.63	3.74
Net Interest Cost	1.66	2.91
Past Service Cost	0.45	-
Components of defined benefits cost recognised in Statement of Profit and Loss	**6.73**	**6.65**

f) Amounts recognised in Other Comprehensive Income in respect of defined benefit plans

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Remeasurement of net defined benefit liability		
Return on plan assets(excluding amount included in net interest expense)	(1.06)	(1.71)
Net Acturial (Gain)/ Loss	5.18	18.86
Remeasurements recognised in Other Comprehensive Income	**4.12**	**17.14**

g) Amounts recognised in Balance Sheet in respect of defined benefit plans

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Present Value of the Defined Benefit Obligations	135.63	117.01
Fair Value of Plan Assets	(113.14)	(94.35)
Liability Recognised in the Balance Sheet	**22.50**	**22.66**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

h) Movements in present value of defined benefit obligation

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Opening defined benefit obligations	117.01	121.58
Current service cost	4.63	3.74
Interest cost	8.37	8.77
Past Service Cost	0.45	-
Benefit paid from the fund	-	(35.93)
Remeasurement (Gains) / losses		
Actuarial (gains) / losses on Defined Benefit Obligation - Due to change in financial assumptions	(2.19)	1.84
Actuarial (gains) / losses on Defined Benefit Obligation - Due to experience	7.37	17.01
Closing defined benefit obligation	**135.63**	**117.01**

i) Reconciliation

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Opening Net Liability	22.66	40.43
Add: Employer Expenses (Expenses recognised in the statement of P/L account)	6.73	6.65
Add: Transfer to OCI	4.12	17.14
Less: Benefit Paid	-	-
Less: Employers contribution	(11.01)	(41.57)
Closing Net Liability	**22.50**	**22.66**

j) The category of plan assets as a percentage of total plan are as follows:

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Deposits with LIC of India	100%	100%

k) Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Key assumptions for determination of Defined Benefit Obligation are Discount Rate (i.e. Interest Rate) Salary Growth Rate and Employee Turnover Rate

Particulars	Gratuity	
	March 31, 2026	March 31, 2025
Delta Effect of +1% Change in Rate of Discounting	(4.26)	(4.27)
Delta Effect of -1% Change in Rate of Discounting	4.69	4.71
Delta Effect of +1% Change in Rate of Salary Increase	4.70	4.70
Delta Effect of -1% Change in Rate of Salary Increase	(4.35)	(4.33)
Delta Effect of +1% Change in Rate of Employee Turnover	0.22	0.12
Delta Effect of -1% Change in Rate of Employee Turnover	(0.25)	(0.14)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

40 Capital Management

Risk management

The Company's objective in managing capital is to safeguard its ability to continue as a going concern while maintaining an optimal capital structure and maximising shareholder value. The Company monitors its capital structure based on its net debt position, which comprises lease liabilities and other borrowings, net of cash and cash equivalents.

As at March 31, 2026, the Company was in a net cash position, with cash and cash equivalents exceeding its outstanding lease liabilities. Accordingly, the Company continued to maintain a strong liquidity position with no external borrowings outstanding as at the reporting date. The Company reviews its capital structure periodically and makes adjustments, where considered appropriate, in light of changes in economic conditions, business requirements and financing needs. Consequent to such capital structure, the Company is not subject to any externally imposed capital requirements.

41 Dividend Distribution:

The Company's dividend policy balances shareholder returns with the need to retain earnings for business growth. The following dividends were declared during the reporting periods:

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Dividends Paid	-	-
Proposed Dividend*	(42.75)	-

*Pending shareholder approval at the forthcoming Annual General Meeting.

The proposed dividend has not been recognised as a liability as at March 31, 2026.

The Board has recommended a dividend of Rs. 0.50 per share (5% of face value of Rs. 10/- each) for F.Y. 2025-26. Dividend declarations consider factors including profitability, retained earnings, liquidity position and future capital requirements.

The Company's capital management approach ensures compliance with statutory requirements while maintaining sufficient resources to support ongoing operations and strategic initiatives. Regular reviews are conducted to assess the adequacy and efficiency of the capital structure in light of changing business needs and market conditions.

42 Financial Instruments :

(i) Methods & assumption used to estimates the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

(a) The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, other financial liabilities and cash and cash equivalents are considered to be the same as their fair values.

(b) The fair values for long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current rate at 9%. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

(c) For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(ii) Categories of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: unadjusted quoted prices in active markets for identical assets or liabilities.
Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
Level 3: inputs which are not based on observable market data

Particulars	As at March 31, 2026		As at March 31, 2025	
	Carrying values	Fair value	Carrying values	Fair value
Financial assets				
Measured at amortised cost				
Trade receivables	359.81	359.81	472.59	472.59
Loans	5.42	5.42	5.62	5.62
Cash and Bank balances	88.16	88.16	187.84	187.84
Other financial assets	3.86	3.86	4.52	4.52
Total (A)	**457.25**	**457.25**	**670.57**	**670.57**
Measured at fair value through profit or loss				
Investment in mutual funds	2911.79	2911.79	1,067.01	1,067.01
Total (B)	**2,911.79**	**2,911.79**	**1,067.01**	**1,067.01**
Total Financial assets (A+B)	3,369.04	3,369.04	1,737.58	1,737.58
Financial liabilities				
Measured at amortised cost				
Trade payables	0.80	0.80	0.28	0.28
Borrowings	-	-	981.50	981.50
Lease Liability	33.86	33.86	37.92	37.92
Total Financial liabilities	**34.66**	**34.66**	**1,019.70**	**1,019.70**

Level wise disclosure of financial instruments

Particulars	As at March 31, 2026	As at March 31, 2025	Level	Valuation techniques and key inputs
Investment in Mutual Funds	2,911.79	1,067.01	2	Net Asset Value

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

43 Financial Risk Management

The Company’s financial risk management is an integral part of how to plan and execute its business strategies. The Company’s financial risk management policy is set by the Board of Directors. The details of different types of risk and management policy to address these risks are listed below:

The Company’s activities are exposed to various risks viz. Credit risk, Liquidity risk and Market risk. In order to minimise any adverse effects on the financial performance of the Company, it uses various instruments and follows polices set up by the Board of Directors / Management.

(i) Credit risk

Credit risk arises from the possibility that counter party will cause financial loss to the company by failing to discharge its obligation as agreed.

The Company has specific policies for managing customer credit risk; these policies factor in the customers' financial position, past experience and other customer specific factors. The Company uses the allowance matrix to measure the expected credit loss of trade receivables from customers.

Based on the industry practices and business environment in which the Company operates, management considers that the trade receivables are in default if the payment are more than 12 months past due.

Table showing age of gross trade receivables and movement in expected credit loss allowance:

As at March 31, 2026	0-90 Days	91-180 Days	180-270 Days	> 270 days	Total
Gross Carrying amount	294.55	40.94	26.48	5.50	367.47
Expected Credit Rate	0.22%	0.92%	4.26%	100.00%	
Expected credit loss	0.65	0.38	1.13	5.50	7.66
Carrying Amount of Trade Receivable (Net)	**293.90**	**40.56**	**25.35**	**-**	**359.81**

As at March 31, 2025	0-90 Days	91-180 Days	180-270 Days	> 270 days	Total
Gross Carrying amount	347.33	121.15	4.33	2.46	475.28
Expected Credit Rate	0.01%	0.05%	2.73%	100.00%	
Expected credit loss	0.05	0.06	0.12	2.46	2.69
Carrying Amount of Trade Receivable (Net)	**347.28**	**121.09**	**4.21**	**-**	**472.59**

Movement in the expected credit allowance	
As at March 31, 2024	1.87
Provided during the year	0.82
As at March 31, 2025	**2.69**
Provided during the year (net)	4.97
As at March 31, 2026	**7.66**

(ii) Liquidity Risk

Liquidity risk is risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company has consistently generated sufficient cash flows from its operations and believes that these cash flows along with its current cash and cash equivalents and funding arrangements are sufficient to meet its financial obligations as and when they fall due. Accordingly, liquidity risk is perceived to be low.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

Maturities of financial liabilities
The table below provides details regarding the remaining contractual maturities of financial liabilities (Undiscounted) as at the reporting date:

As at March 31, 2026	less than 1 year	1 to 5 year	More than 5 year	Total
Trade payables	0.80			0.80
Lease Liability	8.16	35.22		43.38
As at March 31, 2025	**less than 1 year**	**1 to 5 year**	**More than 5 year**	**Total**
Borrowings	981.50	-	-	981.50
Trade payables	0.28	-	-	0.28
Lease Liability	7.32	43.38	-	50.69

(iii) Market Risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed in the ordinary course of business to risks related to changes in foreign currency exchange rate and interest rate.

44 Segment Reporting
The Company's Executive Director has been identified as the Chief Operating Decision Maker ('CODM'), since Executive Director is responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget and other key decisions. Executive Director reviews the operating results at the Company level to make decisions about the Company's performance. Accordingly, management has identified the business as single operating segment the operations of the Company fall under "Manufacturing & Trading of Electronic Capacitors" which is considered to be the only reportable business segment and the revenue is fully derived from domestic market.

44.1

Geographical Information	March 31, 2026	March 31, 2025
Revenue from external customers		
India	1689.31	1779.24
Outside India	-	-
Total	**1,689.31**	**1,779.24**

44.2 There are no Non Current Assets other than in India.

44.3 During the year ended March 31, 2026, revenue from one customer exceeded 10% of the Company's total revenue. Further, as at March 31, 2026, the outstanding trade receivable from one customer exceeded 10% of the total trade receivables.

45 During the year, the Company reviewed the carrying value of inventories in view of technological changes, commercial considerations and inventory ageing. Based on the assessment, inventories identified as slow-moving or obsolete were written down/written off to their net realisable value, wherever necessary, and the resultant loss has been recognised in the Statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

46 Key Ratios

Sr. No.	Ratio	Ratio as on 31st March 2026	Ratio as on 31st March 2025	% Deviation	Reason for deviation more then 25%
1	**Current Ratio** Current Assets Current Liabilities	6.21	14.22	-56.34%	The current ratio decreased in the current year. This was mainly due to a significant decrease in cash and cash equivalents and Trade Receivables and an increase in current liabilities compared to the previous year.
2	**Debt-to-equity Ratio** Total Outside Liabilities Shareholder's Equity	0.01	0.96	-99.10%	The Debt-to-equity Ratio decreased due to significant reduction in financial liability and repayment of borrowings and due to Gain on sale of Property, Plant and Equipment.
3	**Debt Service Coverage Ratio** Earnings Available for Debt Servicing Interest and Lease Payment Installments (PBT+DEP+Sin. Cost)	2.86	33.36	-91.43%	The decrease is due to repayment of Borrowings
4	**Return on Equity Ratio** Net Profit After Tax Average Shareholder's Equity	1.11	0.21	427.92%	The company earned higher other income and reduced its liabilities by paying off financial obligations, which resulted in an increase in Return on Equity
5	**Inventory Turnover Ratio** Sales Average Inventory	6.16	4.39	40.36%	This is due to inventory used more efficiently.
6	**Receivables Turnover Ratio** Net Credit Sales Average Accounts Receivable	4.05	4.03	0.60%	NA
7	**Payables Turnover Ratio** Net Credit Purchases Trade Payables	1,329.36	4,033.29	-67.04%	This is due to overall decrease in the average trade payables.
8	**Net Capital Turnover Ratio** Net Sales Working Capital	2.79	1.93	44.79%	Ratio improved mainly due to improved working capital efficiency.
9	**Net Profit Ratio** Profit After Tax Net Sales	1.66	0.12	1283.98%	The ratio improved primarily due to the gain recognised on disposal of Property, Plant and Equipment during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

46 Key Ratios

Sr. No.	Ratio	Ratio as on 31st March 2026	Ratio as on 31st March 2025	% Deviation	Reason for deviation more then 25%
10	**Return on Capital employed Ratio** EBIT Capital Employed	0.81	0.23	253.35%	Increase in earnings before interest and tax arising primarily from gain on disposal of Property, Plant and Equipment.
11	**Return on Investment** Current value of investment-cost of investment cost of investment	0.10	0.17	-41.58%	The change in return on investment from mutual funds is primarily attributable to fluctuations in market yields and addition of funds

47 Other Statutory Information

(a) The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(b) The Company does not have any transactions with companies struck off.

(c) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(d) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(e) The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

(f) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(g) 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:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(h) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(i) The Company has no borrowings from banks and financial institutions on the basis of security of current assets.

(j) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(k) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(l) The Company has complied with the number of layers prescribed under the companies Act 2013

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

48 Supplementary statutory information required to be given pursuant to Schedule V of Regulation 34(3) and 53(f) of the SEBI (Listing obligation & Disclosure requirement) Regulations,2015

The Company has complied with the requirements to the extent applicable, which forms part of annual report.

49 Audit Trail Compliance

The Company uses an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software SAP B-1. In case of SAP B-1, the audit trail operated throughout the year for all transactions recorded at application level and such audit trail feature has not been tampered with. The audit trail feature is not enabled for direct changes at database level. Further the audit trail feature, where enabled, has been preserved by the Company as per the statutory requirements of record retention

50 Recent Pronouncement

Ministry of Corporate Affairs (‘MCA’) notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. For the year ended March 31, 2026, the MCA has notified IND AS 1 Presentation of Financial statements relating to classification of liabilities as current or non-current and non-current liabilities with covenants which are applicable, w.e.f. April 2026. The Company has reviewed the new pronouncement and based on its evaluation has determined that the new pronouncement is not applicable to the Company.

51 Leases

As Lessee

(I) Following are the changes in the carrying value of Right of Use assets for the year ended March 31,2026:

Particulars	Category of ROU	Total
	Office Premises	
Balance as at April 01, 2025	34.45	34.45
Addition/Deletions	281.62	281.62
Depreciation of Right of use assets	(7.20)	(7.20)
Balance as at March, 2026	**308.87**	**308.87**

Following are the changes in the carrying value of Right of Use assets for the year ended March 31,2025:

Particulars	Category of ROU	Total
	Office Premises	
Balance as at April 01, 2024	40.32	40.32
Depreciation of Right of use assets	5.87	5.87
Balance as at March, 2025	34.45	34.45

(II) Following are the changes in the carrying value of lease liability for the year ended March 31, 2026

Particulars	Lease Liability	Total
	Office Premises	
Balance as at April 01, 2025	37.92	37.92
Finance cost accrued during the year	3.25	3.25
Payment of lease liabilities	(7.32)	(7.32)
Balance as at March 31, 2026	**33.86**	**33.86**
Current portion of Lease liability	5.33	5.33
Non current portion of Lease liability	28.53	28.53

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

Following are the changes in the carrying value of lease liability for the year ended March 31, 2025

Particulars	**Lease Liability**	**Total**
	Office Premises	
Balance as at April 01, 2024	**41.50**	**41.50**
Finance cost accrued during the year	3.59	3.59
Payment of lease liabilities	(7.17)	(7.17)
Balance as at March 31, 2025	**37.92**	**37.92**
Current portion of Lease liability	4.07	4.07
Non current portion of Lease liability	33.86	33.86

III Amounts recognised in the statement of cash flows

Particulars	F.Y. 2025-26	F.Y. 2024-25
Total cash outflow for leases	**(7.32)**	**(7.16)**

*Refer Note 43 for maturity profiles of lease liabilities.

52 Related Party Transactions

(a) Names of related parties and description of relationship

Nature of Relationship	**Name of Related Parties**
i Key managerial personnel	T. R. Kilachand - Executive Director , Chairman P. T. Kilachand - Non Executive Director A. H. Mehta - Managing Director (up to June 19, 2024) V. K. Puniani - Executive Director (w.e.f August 01, 2024) C. K. Khushaldas - Independent Non Executive Director (up to August 12, 2024) S. A. Jhaveri - Independent Non Executive Director (up to March 29, 2025) Chetan Desai - Independent Non Executive Director (w.e.f August 11, 2024) Nirmala S. Mehendale - Independent Non Executive Director (w.e.f. March 26, 2025) R. P. Vahi - Independent Non Executive Director H. H. Jani - Chief Financial Officer Nivedita Nambiar - Company Secretary and Compliance Officer
ii Entities over which Key Management Personnel exercise significant influence or control	Ginners & Pressers Limited
iii Holding Company	Polychem Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

All amounts are in 'Lakhs' unless otherwise stated

(b) Details of Transactions:

	Key Managerial personnel		Entities where the key managerial personnel have significant influence/control		Holding Company		Total Amount	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Redemption of Preference Shares								
Redemption of Preference Shares by Polychem Limited[1]					981.5		981.5	
Expenses								
Electricity charges								
Ginners & Pressers Limited			0.34	0.37			0.34	0.37
Compensation to Key Managerial Presonnel:								
Short Term employee benefits[2]	99.19	101.30					99.19	101.30
Post employment benefits[3]								
Directors sitting fees	3.12	3.12					3.12	3.12
Commission to Directors	1.80	1.32					1.80	1.32
Total expenses	**104.11**	**105.74**	**0.34**	**0.37**	**981.5**		**1085.95**	**106.11**

Note: There were no outstanding balances with related parties as at March 31, 2026, except as disclosed elsewhere in the financial statements.

[1] The preference shares held by the Holding Company were redeemed during the year at par in accordance with Section 55 of the Companies Act, 2013

[2] Short term employee benefits does not include the provision made for gratuity & leave benefits , contribution to provident fund and superannuation fund.

[3] As the post-employment benefits related to defined benefit plans is provided on actuarial basis for the company as a whole, the the amount attributable to Key Management Personnel is not separately ascertainable and therefore not included above.

As per our report of even date

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.: 104767W

Hitesh Jain
Partner
(Membership No. 410215)

Place: Mumbai
Date: May 12, 2026

For and on behalf of the Board of Directors

V. K. Puniani
Executive Director
DIN 10706691

T. R. Kilachand
Executive Chairman
DIN 00006659

H. H. Jani
Chief Financial Officer

Nivedita Nambiar
Company Secretary & Compliance Officer
(M. No.: 8479)

Place: Mumbai
Date: May 12, 2026

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If not delivered, please return to:

GUJARAT POLY ELECTRONICS LIMITED

Plot No. E/188, Gandhinagar Electronics Estate, Sector 26, Gandhinagar Gujarat - 382 028.