UMIYA

UMIYA BUILDCON LIMITED

MROTEK®

Integrating Next Generation Networks

2025-2026

ANNUAL REPORT

080-29911217

mro-tek.com

BOARD OF DIRECTORS

Aniruddha Bhanuprasad Mehta	Chairman & Managing Director
Gauri Aniruddha Mehta	Director
H S Venkatesh	Director
Dr. Raghu Nambiar	Director
Sudhir Kumar Hasija	Director
Nicola Neeladri	Director
Neela Manjunath	Director
Vairavan Vanniarajan	Chief Financial Officer
S Prashanth	Company Secretary & Compliance Officer

Registered Office
#6, New BEL Road,
Chikkamaranahalli,
Bangalore - 560 054
Ph: 080-29911217

Manufacturing Unit
247/39/9, Bharat Plaza,
3rd and 4th Floor,
Konnappana Agrahara,
Bangalore 560100

Bankers
HDFC Bank
Bank of Baroda

Statutory Auditors
M/s. K.S. Aiyar & Co., Chartered Accountants,
Shukra,No.36,2nd Floor, 15th Cross,
MPL Shastri Road, Malleshwaram
Bengaluru- 560 003

Secretarial Auditors
Mr. Parameshwar G Bhat
Company Secretary
496/4, II Floor, 10th Cross, Near Bashyam Circle,
Sadashivanagar, Bangalore-560 080

Internal Auditors
M/s. YCRJ and Associates
236, 3rd Floor, 14th Main Rd, F Block,
Sahakar Nagar, Byatarayanapura,
Bengaluru - 560092

Registrars & Share transfer Agents
KFIN Technologies Limited
301, The Centrium, 3rd Floor,
57, Lal Bahadur Shastri Road,
Nav Pada, Kurla (West), Kurla,
Mumbai - 400070
Maharashtra, India,
Ph no: 040-67162222, Fax : 040-23001153
e-mail : einward.ris@karvy.com

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UMIYA BUILDCON LIMITED

(Formerly known as MRO-TEK Realty Limited)

CIN: L28112KA1984PLC005873

Registered Office: No.6, New BEL Road, Chikkamaranahalli, Bangalore 560054, Telephone: 080-29911217

Website: www.mro-tek.com**, Email:** info@mro-tek.com

NOTICE OF FORTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Second (42nd) Annual General Meeting ("AGM") of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited) ("Company") will be held on Thursday,13th day of August, 2026 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") ("hereinafter referred to as electronic mode") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company which includes the Audited Standalone Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Report of the Auditors thereon.
3. To re-appoint Mrs. Gauri Aniruddha Mehta (holding DIN: 00720443), Director, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors of the Company for a period of five consecutive years for the first term.

   To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, Messrs. Ishwar & Gopal, Chartered Accountants (Firm Registration No. 001154S), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting and to hold office till the conclusion of the Annual General Meeting to be held in the year 2031, to conduct the statutory audit of the accounts of the Company from the Financial Year 2026–27 up to the Financial Year 2030–31, at such remuneration and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors from time to time.

   RESOLVED FURTHER THAT any Director and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby individually/severally authorized to do all such acts, deeds and things including filing of necessary returns / forms / report with Registrar of Companies or any appropriate authorities as may be required to give effect to the above Resolution."

SPECIAL BUSINESS:

5. To consider and increase the limit of material related party transactions with Messrs. Umiya Buildtek

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and any statutory modifications, amendments, variations or re-enactments thereof and pursuant to the consents of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee of the Board) for entering into arrangements/ transactions/contracts with Messrs. Umiya Buildtek, Partnership firm, for a period of one year, until the next AGM, relating to transactions as detailed in the explanatory statement, on such terms and conditions agreed between the Company and Messrs. Umiya Buildtek, Partnership firm, as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations.

RESOLVED FURTHER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 150 crores (Rupees One Hundred and Fifty Crores only) for the period of 1 year until the next AGM.

RESOLVED FURTHER THAT the Company does hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects."

6. To consider and approve the re-appointment of Mrs. Neela Manjunath (DIN: 06981005) as a Non-Executive Independent Director for the second term.

To consider and if thought fit, to pass, the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the

Board of Directors of the Company, Mrs. Neela Manjunath (DIN: 06981005), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment be and is hereby re-appointed as an Independent Director, for a second term of 5 (five) years with effect from October 1, 2026 up to September 30, 2031 and who shall be entitled to receive fees for attending meetings of the Board or any Committees thereof as decided by the Board from time to time and that her office shall not be liable for retirement by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary and Compliance Officer be and is hereby severally authorized to do all such acts, deeds, things as may be required to give effect to this resolution."

RESOLVED FURTHER THAT the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and the aggregate amount/ value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 100 crores (Rupees One Hundred Crores only) for the period of 1 year until the next AGM.

RESOLVED FURTHER THAT the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions to be taken by the Board in this regard be and hereby approved and confirmed in all respects."

7. To consider and approve the change of name of the Company and consequential alteration of the Memorandum of Association:

To consider and if thought fit, to pass, the following resolution as a Special resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 14 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and all other applicable laws, rules, regulations, circulars and notifications issued by any statutory/regulatory authorities (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for changing the name of the Company from **"Umiya Buildcon Limited"** to **"MRO-TEK Networks Limited"**

RESOLVED FURTHER THAT the Name Clause 1st of the Memorandum of Association of the Company be altered and substituted with the following clause:

'1. The name of the Company is MRO-TEK NETWORKS LIMITED.'

RESOLVED FURTHER THAT upon receipt of a fresh Certificate of Incorporation consequent upon change of name, the existing name **"UMIYA BUILDCON LIMITED"** appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Memorandum of Association and the Articles of Association of the Company and in all statutory records, registers, licences, contracts, agreements, letterheads, common seal (if any), signage, websites, documents and all other records and places wherever appearing, be substituted with **"MRO-TEK Networks Limited"**

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and is hereby severally authorised to make applications for reservation of name, file all necessary e-forms, applications, returns and other documents with the Central Registration Centre, Registrar of Companies, Stock Exchanges and any other statutory or regulatory authority, and to sign, execute and submit all such documents, writings, declarations, affidavits and undertakings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including settling any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a copy of the foregoing resolution shall be certified to be true by any Director or Company Secretary of the Company and may be provided to the concerned persons/ authorities."

8. To consider and approve enhancement of the overall remuneration of Mr. Aniruddha Bhanuprasad Mehta (DIN: 00720504), Chairman and Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, rules, regulations, circulars and notifications issued by any statutory /regulatory authorities and in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for enhancement of the overall remuneration payable to Mr. Aniruddha Bhanuprasad Mehta (DIN: 00720504), Chairman and Managing Director of the Company, from Rs. 2,00,00,000/- (Rupees Two Crores only) per annum to an overall ceiling of Rs. 12,00,00,000/- (Rupees Twelve Crores only) per annum subject to the achievement of the Company's performance objectives, for the period fromthe date of approval of the members upto May 21, 2029.

RESOLVED FURTHER THAT the overall remuneration shall include the following perquisites:

(i) Expenses: The Company will reimburse all properly documented expenses reasonably related to the performance of his duties hereunder in accordance with its standard policy.

(ii) Leave and Holidays: Mr. Aniruddha Bhanuprasad Mehta will be eligible for 25 days of leave in a year including sick leave. He is further entitled to avail of holidays as per the policies of the Company in force from time to time.

(iii) Benefits: Mr. Aniruddha Bhanuprasad Mehta entitlement to the benefit schemes of the Company shall be in accordance with the applicable law and as per the Company's policies in force from time to time.

(iv) Including the above, he will be entitled to the following benefits:

a) Provision of telephones, fax and Internet access at his residence;

b) Entitled to participate in the Company / Holding Companies Stock Option Plan as may be applicable to other senior employees his level.

(v) Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence.

(vi) No sitting fee shall be paid for attending the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT upon achievement of the prescribed Company's performance objectivesas determined by the Board from time to time, the enhanced remuneration on the fulfilment of Company's performance objectives, to the extent ascertained/approved by the Nomination and Remuneration Committee and the Board shall become payable, subject to the overall ceiling of Rs. 12,00,00,000/- (Rupees Twelve Crores only) per annum and the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT in all other respects, the existing remuneration of Rs. 2,00,00,000/- (Rupees Two Crores only) per annum shall continue to remain in force and payable, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the remuneration of Rs. 2,00,00,000/- (Rupees Two Crores only) per annum comprising of the afore-mentioned components as approved herein be continued to be paid as minimum remuneration.

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration except the afore-mentioned revision be and hereby remain unchanged.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolutionfiling of necessary forms toany statutory or regulatory authority.

RESOLVED FURTHER THAT a copy of the foregoing resolution shall be certified to be true by any Director or Key Managerial Personnel of the Company and may be provided to the concerned persons/ authorities, as considered necessary."

By Order of the Board of Directors
For Umiya Buildcon Limited
(Formerly MRO-TEK Realty Limited)

Prashanth S
Company Secretary and Compliance Officer
Membership No. A74389
Address: No. 6, New BEL Road,
Chikkamaranahalli, Bangalore-560054

Place: Bangalore
Date: 20-07-2026

NOTES:

The Ministry of Corporate Affairs (MCA) has, vide General Circular No. 03/2025 dated 22nd September, 2025 and other General Circulars issued in this connection from time to time(collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC), subject to compliance with various conditions mentioned therein. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") the 42nd AGM of your Company is being convened and conducted through VC/OAVM.

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 4 and 5 forms part of this Notice. Additional information, pursuant to Regulation 36(5) of the Listing Regulations' and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India is furnished as an Annexure to the Notice.

2. In terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the requirement of Regulation 44(4) of the Listing Regulations is dispensed with, as the Company is convening the AGM through electronic mode. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical Shares and for ease of portfolio management, Members holding Shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents ("RTA"), Kfin Technologies Limited (KFintech) for assistance in this regard.

4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the Shares are held by them in electronic form and with RTA in case the Shares are held by them in physical form.

5. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the Shares are held by them in electronic form and to the Company in case the Shares are held in physical form.

6. Members holding Shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the Share Certificates for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

7. Members seeking any information with regard to finance and accounts are requested to write to the Company at grd@mro-tek.com at an early date i.e., not later than seven days before the AGM, so as to enable the Management to keep the information ready at the AGM.

   Members who have not registered their email address so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices etc. from the Company electronically.

8. Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2025-26 will also be available on the Company's website www.mro-tek.com and website of the Stock Exchanges i.e., National Stock Exchange of India Ltd and BSE Limited at https://www.nseindia.com/and https://www.bseindia.com/ respectively. The AGM Notice is also disseminated on the website of CDSL i.e.,www.evotingindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

9. The Register of Members and Share Transfer Books will remain closed from 7th August 2026 to 13th August 2026. (Both days inclusive).

10. All documents relating to the above-mentioned Resolutions shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

12. The Shareholders may claim the unclaimed amount and shares already transferred to Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as mentioned below:

    a) Shareholders may note that the IEPF claim refund process is now digital. They may refer the below link for FAQs related to filing the form and also refer the Instruction kit: http://www.iepf.gov.in/IEPF/pdf/FAQsIEPF5.pdf

    b) The steps for Investors for claiming the amount and shares are as below:

    - Register yourself on IEPF website: www.iepf.gov.in
    - Fill the new web form IEPF 5 Online
    - Attach scanned copy of required documents with form
    - Take print out of auto generated advance receipt and indemnity bond (IEPF Website>Forms>Web Forms IEPF 5>MCA Services.
    - Send all original Documents to the Company
    - Company to e-verify the claim in 30days
    - On the basis of verification report, refund of shares and amount by IEPF Authority

13. Members are requested to address all their communications:

    - relating to dividend or any other grievance/s, directly to the Shares Department to the Company's Registered Office or send e-mail to the dedicated e-mail id - cs@mro-tek.com;
    - relating to change of Bank account details, address etc, directly to their respective Depository Participant (DP), with whom Demat Account is held.

VOTING THROUGH ELECTRONIC MEANS

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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.

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

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mro-tek.com.The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.,www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023, after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

9. The Board of Directors has appointed Mr. Vijayakrishna KT (Membership No. FCS 1788), Practising Company Secretary, Bangalore as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

10. The voting rights of Members shall be in proportion to their Shares in the paid-up Equity Share Capital of the Company as on the cut-off date. A person, whose name is recorded in the Register of Members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting through remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS FOR EVOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on **Monday, August 9, 2026 (09:00 A.M. IST and ends on Wednesday, August 12, 2026 (05:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of August 6, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login"

	which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a) For CDSL: 16 digits beneficiary ID,

   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

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

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

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

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP).**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Pre-Requisites for Stakeholders/panellists/Speakers:

- Participant to join using his/her own Laptop on software provided (laptop to have good quality camera and microphone and internet connectivity. It is strictly recommend to have a dedicated 1-2mbps lease line connection).
- Laptop with Standard configuration. Recommended configuration is: Windows 10 ProOS, i3 processor, 4 GB Ram, Built Camera or USB Web camera for all Speakers.

- Any Desk software installed for remote access for the Technical team on the host side.
- Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all speakers/ stakeholders.
- The Company will share one link to join the Meeting, Customer should accept the Meeting, invite and join the Meeting by accepting the Meeting Link.
- Recommended to assign 1 moderator from your side also to handle your all users. The Company will provide training to your moderator in advance as well as our technical team will also be in support at the time of video conferencing.
- Company panelist/members/speakers/viewer to download the respective software/app of respective platform provider for eg: cisco WebEx, webinar or any other platform in advance & ready to connect fast for Meeting.

Pre-Requisites for Shareholders/Viewers/ Attendees:

- Any internet enabled device – Laptop/Desktop/Smartphone/Tablet
- Latest Internet Browser
- Laptop/desktop with at least Core2duo processor, 1GB RAM, good quality multimedia kit, Internet connectivity good quality without proxy & firewall –ideally broadband connectivity- 512 kbps or 2 mbps and above dedicated bandwidth
- Ports 1935, 443 and 80 should be opened to allow streaming content
- iPad viewers to have good internet connection of at least 1 Mbps bandwidth to view the webcast
- Access of Webcast url.
- Shareholders/viewers/Attendee to download the respective software/app of respective platform provider for eg: cisco WebEx, webinar or any other platform in advance & ready to connect fast for Meeting.

OTHER INSTRUCTIONS:

a. The Scrutinizer shall, immediately after the conclusionof voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

b. The result declared along with the Scrutinizer'sReport shall be placed on the Company's website at www.mro-tek.com and on the Stock Exchange(s) website immediately. The Companyshall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the Shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

By Order of the Board of Directors
For Umiya Buildcon Limited
(Formerly MRO-TEK Realty Limited)

Prashanth S
Company Secretary and Compliance Officer
Membership No. A74389
Address: No. 6, New BEL Road,
Chikkamaranahalli, Bangalore-560054

Place: Bangalore
Date: 20-07-2026

Annexure to the Notice

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 read with Regulation 17(11) of the Listing Regulations, the following statement sets out all material facts relating to special business mentioned in the accompanying Notice:

Item 5:

As per the provisions of Section 188 of the Companies Act,2013, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through an Ordinary Resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the SEBI Listing Regulations.

SEBI has notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022. Pursuant to the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as "related party transactions", and as "material related party transactions", if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, such material related transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

The Company may be required to enter in to contracts and / or transactions and / or arrangements, as stated below, for a period of one year until the next AGM. These transactions, during the said period, between the Company and related party of the Company on the other side, may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company / or its subsidiaries and have been approved by the Audit committee and the Board of Directors at their respective meetings.

The Company and Messrs. Umiya Builders and Developers are the Partners ofMessrs. UmiyaBuildtek, Partnership Firm holding contribution of 49 % and 51% respectively. Messrs. Umiya Builders and Developers being a sole-proprietorship firm held by Mr. Aniruddha Mehta, Chairman and Managing Director of the Company. The referred transaction is considered as material and requires prior approval of the shareholders.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

A(1)	**Basic details of the related party**			
SN	**Particulars of the information**	**Information provided by the management**		
1.	Name of Related Party	Umiya Buildtek		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	Real Estate		
A(2)	**Relationship and ownership of the related party**			
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party–including nature of its concern (financial or otherwise) and the following:	Partnership Firm with 49% capital contribution by the Company		
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary),whether direct or indirect, in the related party.	NA		
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	49% Capital Contribution		
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL		
A(3)	**Details of previous transactions with the related party**			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	**S.No.**	**Nature of Transactions**	***FY2025 -2026 (INR in Crores)***
		1	Investments in the form of Capital	81 Cr
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	Rs. 81 Cr (Upto March 2026)		

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4).	**Amount of the proposed transactions**	
1.	Amount of the proposed transactions being placed for approval in the meeting of the ~~Audit Committee/~~ shareholders.	Rs. 150 Cr
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	208.33 %
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involvingthesubsidiaryand wherethe listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1500% as it is a startup firm.The turnover of the Related Party during the previous year was Rs 10 Crs. However, the prestigious real estate project in Bangalore is in progress which is of sizeable value.
6.	Financialperformance of the related party for the immediately preceding financial year (On a standalone basis): **Particulars** / ***FY2025-2026 (INR)*** Turnover / Nil ProfitAfterTax / 5.81 Cr Net Worth / 84.12 Cr	
A(5).	**Basic details of the proposed transaction**	
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Investments in the form of capital contribution and trade advances
2.	Details of each type of the proposed transaction	Capital contribution and trade advances to support project execution, working capital requirements and business operations of the related party

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year
4.	Whether omni bus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 150 crore for 2026-27
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Transactions support business operations and growth of the partnership firm and are in the interest of the Company and its public shareholders
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director/ KMP	Mr. Aniruddha Mehta, Chairman and Managing Director and Promoter of the Company
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	49% indirect shareholding through Umiya Builders and Developers (Partner in the related party)
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	None
B(3).	**Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary**	
1.	Source of funds in connection with the proposed transaction. *Note:This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Internal accruals and surplus
2.	Where any financial indebtedness is incurred to make investment, specify the following:	No
	a. Nature of indebtedness	Not applicable
	b. Total cost of borrowing	Not applicable
	c. Tenure	Not applicable
	d. Other details	Not applicable
3.	Purpose for which funds shall be utilized by the investee company.	Real Estate
4.	Material terms of the proposed transaction	Capital contribution or short-term advances

C(5).	**Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary**	
1.	Latest credit rating of the related party *Note:* *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *This shall be applicable in case of investment in debt securities.*	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable
a)	Summary of the information provided by the management of the listed entity to the audit committeeas specified in paragraph 4 of this Section in the referred Circular	
b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction with Umiya Buildtek is to support its real estate development activities, project execution and business operations. The transaction is expected to contribute to the growth and profitability of Umiya Buildtek and thereby benefit the Company and its public shareholders. Since the transaction is in the nature of capital contribution and advances, conventional price bench marking is not applicable.The transaction has been evaluated based on commercial considerations, funding requirements, expected economic benefits and overall business objectives of the Company.
c)	Review of CEO/CFO Certificate	The Audit Committee has reviewed the certificate provided by the CEO and CFO confirming that the terms of the proposed transaction are in the interest of the Company.
d)	Recommendation of Audit Committee and Board	The Audit Committee has approved the proposed Material Related Party Transaction and the Board of Directors recommends the resolution for approval of the shareholders

With respect to the above matter, the Members are requested to note the following disclosure of interest between the Company with its related parties:

Sl. No.	Name of the Related Parties of the Company	Nature of Concern or Interest
1	Umiya Buildtek	Mr. Aniruddha Bhanuprasad Mehta, Managing Director – Sole-Proprietor of Umiya Builders and Developers.Mrs. Gauri Aniruddha Mehta, Director (Relative of Mr. Aniruddha Bhanuprasad Mehta)

Except Mr. Aniruddha Bhanuprasad Mehta himself and Mrs. Gauri Aniruddha Mehta, Director, Ms. Khushali Mehta, Vice President – Strategy of the Company being Relative of Mr. Aniruddha BhanuprasadMehta, none of the other Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested, financially or otherwise in the ordinary resolution set out at Item no. 5.

Your Directors recommend the passing of the ordinary resolution set out at item no. 5 of the accompanying Annual General Meeting Notice, for the approval of the Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party shall vote to approve the Ordinary Resolution in item no. 5 of the accompanying Annual General Meeting Notice.

Item no. 6:

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors at their Meetings held on April 27, 2026 recommended the re-appointment of Mrs. Neela Manjunath (holding DIN:06981005) as Independent Director for second term, for approval of the shareholders.

Pursuant to Section 149 of the Act, prior approval of the Members of the Company is required to re-appoint Mrs. Neela Manjunath (holding DIN: 06981005) as an Independent Director of the Company for second term. A brief profile and other details have been provided in Annexure-A to the Notice.

In terms of provisions of Section 152 of the Act, she is not liable to retire by rotation.

Mrs. Neela Manjunathhas given her consent to act as Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that she meets the criteria of independence as provided under the provisions Section 149(6) of the Act read with Listing Regulations. Further, as per the declarations received by the Company, she is neither disqualified under the provisions of Section 164 of the Act from being appointed as a Director nor debarred from holding office of Director by virtue of any SEBI order or any such authority. Also, in terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The draft letter of appointment containing the terms and conditions of the appointment of Mrs. Neela Manjunath as Non-Executive, Independent Director is available for inspection by the Members at the Registered Office of the Company on any working day during working hours.

Mrs. Neela Manjunath does not hold any equity shares in the Company. She is not related to any of the Directors of the Company. The directorships held by her are within the limits prescribed under Section 165 of the Act and the Listing Regulations.

The disclosures relating to Mrs. Neela Manjunath, as required under the provisions of Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure A to the Notice.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Neela Manjunath as an Independent Director.The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 6 for approval by the Members.

In the opinion of the Board, Mrs. Neela Manjunath fulfills the conditions specified in the Act and rules made thereunder and Listing Obligations for her re-appointment as an Independent Director

Except Mrs. Neela Manjunath herself,none of the other Directors or Key Managerial Personnel or their relatives is in any way, interested or concerned, financially or otherwise in this Resolution, by virtue of their directorships and to the extent of their shareholding in the Company.

Item no. 7:

The Company proposes to change its name from **"Umiya Buildcon Limited"** to **"MRO-TEK Networks Limited"** to better reflect its strategic business focus and long-term vision in the telecommunications and networking sector.

The Company has been strengthening its presence in the telecommunications and networking business through continuous investments in research and development, indigenous product development and expansion of its technology portfolio. The Company intends to further enhance its capabilities in the design, development, manufacture and marketing of networking and communication products, including Ethernet switches, routers, wireless networking equipment and other allied communication solutions.

The proposed change of name is intended to align the corporate identity of the Company with its present and future business strategy and to create a stronger brand association with its technology and networking business. The proposed name also reflects the revival of the well-established **"MRO-TEK"** brand, under which the Company had historically established a strong reputation and market presence in the telecommunications and networking industry over several decades.

The Company also has a wholly owned subsidiary, **MRO-TEK Private Limited**. The proposed change of the Company's name to **"MRO-TEK Networks Limited"** is intended to establish a common and cohesive brand identity across the Group and reinforce the Company's strategic focus on the telecommunications and networking business, while leveraging the goodwill and brand recognition associated with the **"MRO-TEK"** name.

The proposed change of name will not result in any change in the legal status or constitution of the Company, nor will it affect any of the existing rights, obligations, liabilities, contracts, agreements, licenses, approvals, permits or legal proceedings involving the Company.

The Board of Directors believes that the proposed name is more representative of the Company's present operations, future growth plans and strategic direction, and will strengthen the Company's corporate identity and brand value in the telecommunications and networking industry.

Further, the Registrar of Companies, Central Registration Centre, vide its letter dated 9th July 2026, has confirmed that it has no objection for changing name of the Company to **"MRO-TEK Networks Limited".** The proposed name is available for a period not exceeding 60 days from the date of confirmation of name

availability and name change is subject to necessary compliances under Section 4 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Company has complied with Regulation 45 of the Listing Regulations and has also obtained a certificate from a Practicing Chartered Accountant stating compliance with the said regulations. A copy of the said compliance certificate is annexed as **Annexure B** to this notice.

Copies of the existing and proposed Memorandum of Association and Articles of Association are available for inspection by the members of the Company at the Registered Office during working hours on all working days upto and including the last day for remote e-Voting and any member seeking to inspect electronically, cansend an email to the Company Secretary at cs@mro-tek.com.

Attention of the Shareholders is hereby drawn to the provisions of Sections 13 and 14 read with Sections 4 and 5 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and pursuant to the said provisions, the Company may alter the provisions of the Memorandum of Association and Articles of Association, subject to approval of shareholders by way of a Special Resolution. Considering the same, the Board recommends the resolution set forth in item no. 7 for the approval of members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No. 8:

Mr. Aniruddha Bhanuprasad Mehta (DIN: 00720504) was re-appointed as Chairman and Managing Director of the Company for a period of five (5) years with effect from May 22, 2024 up to May 21, 2029. The Members of the Company, at their meeting held on January 14, 2025, approved payment of overall remuneration not exceeding Rs. 2,00,00,000/- (Rupees Two Crores only) per annum for the period from May 22, 2024 to May 21, 2027.

Under the leadership of Mr. Aniruddha Bhanuprasad Mehta, the Company has witnessed significant growth in its business operations and has recorded substantial improvement in its financial performance and profitability. The Company has also undertaken strategic initiatives for expansion of its business and strengthening of its long-term growth prospects.

Considering the scale of the Company's operations, sustained business growth, improved profitability and future business plans, the Nomination and Remuneration Committee and the Board of Directors have recommended to the shareholders enhancement of the overall remuneration payable to Mr. Aniruddha Bhanuprasad Mehta from Rs. 2,00,00,000/- (Rupees Two Crores only) per annum to an overall ceiling of Rs. 12,00,00,000/- (Rupees Twelve Crores only) per annum for the period from the date of approval of the Members up to May 21, 2029, subject to the achievement of the Company's performance objectives, after due evaluation and approval of the Board based on recommendation of the NRC.

Until such performance objectives are achieved, the existing remuneration of Rs. 2,00,00,000/- (Rupees Two Crores only) per annum shall continue to remain in force. Upon achievement of the prescribed performance objectives, the enhanced remuneration shall become payable, subject to the overall ceiling approved by the Members.

Except for the proposed enhancement in the overall remuneration ceiling, all other terms and conditions relating to the appointment and remuneration of Mr. Aniruddha Bhanuprasad Mehta shall remain unchanged.

The Nomination and Remuneration Committee and the Board of Directors recommend the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

The disclosures as required under Section II of Part II of Schedule V of the Companies Act, 2013 as attached herewith as Annexure C to this Notice. This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Aniruddha Bhanuprasad Mehta himself and Mrs. Gauri Aniruddha Mehta, Director, Ms. Khushali Mehta, Vice President – Strategy of the Company being 'relative' of Mr. Mehta none of the other Directors, Key Managerial Personnel or their Relatives is, in anyway, concerned or interested, financially or otherwise, in the proposed Resolution as set out in item no. 8 of this notice.

By Order of the Board of Directors
For Umiya Buildcon Limited
(Formerly MRO-TEK Realty Limited)

Prashanth S
Company Secretary and Compliance Officer
Membership No. A74389
Address: No. 6, New BEL Road,
Chikkamaranahalli, Bangalore-560054

Place: Bangalore
Date: 20-07-2026

Annexure A to the Notice

Name of the Director	Mrs. Neela Manjunath	Mrs. Gauri Aniruddha Mehta
DIN	06981005	00720443
Category	Independent Director	Non-Executive Non-Independent Director
Nationality	Indian	Indian
Date of Birth and Age	12/1/1961 and 65 years	14/1/1964 and 62 years
Date of first appointment on the Board	30/09/2021	08/08/2016
Qualifications	Master's degree of Arts in Political Science and Bachelor's Degree in Arts (History, Economics, Political Science)	Graduate in Arts
Terms and Conditions of Appointment	As detailed in the resolution and the explanatory statement	Reappointment as Non-Executive Non-Independent Director
Brief Profile including expertise and experience	Mrs. Neela Manjunath is a Retired IAS Officer who had served as KAS (Batch 1990) and IAS (Batch 2003, Karnataka Cadre) for 31 years. She retired in the rank of Secretary to State. She was the Managing Director, Karnataka Silk Industries Corporation, Karnataka for the period of 2015 to 2021.	She is a landscape architect by passion, with vast experience in designing.She brings on Board, standard project management principles and practices to ensure excellence in project design and delivery.
Skills and capabilities	Public Administration, Corporate Governance, Strategic Planning, Finance and Leadership	Designing and Architect, Project Management, Corporate Governance
No. of Board Meetings attended during the year	6	6
Shareholding in the Company including shareholding as a beneficial owner	Nil	786562
Directorships held in other Listed and Public Limited Companies	1. Datasol (Bangalore) Limited 2. Wildcraft India Limited	Nil
Memberships / Chairmanships of Committees held in other Listed and Public Limited Companies	1. Datasol (Bangalore) Limited· Audit Committee - Chairperson· Nomination and Remuneration Committee - Member 2. Wildcraft India Limited· Audit Committee - Member· Nomination and Remuneration Committee - Member	Nil
Resignation from the directorship of the listedcompanies in the past three years, if any	Nil	Nil
Remuneration last drawn	NA	NA
Remuneration sought to be paid	NA	NA
Disclosure of relationships between Directors/KMP	Not related to any Directors of the Company	Spouse of Chairman & Managing Director Mr. Aniruddha Bhanuprasad Mehta

ANNEXURE B

Date: 14/07/2026

To,
Umiya Buildcon Limited,
(Formerly known as MRO-TEK Realty Limited)
No.6, New BEL Road, Chikkamaranahalli
Bangalore, Karnataka, India, 560054

Subject: Certificate pursuant to Reg. 45 of SEBI (LODR) Regulations, 2015.

Dear Sir,

We, Messer. Ishwar & Gopal, Chartered Accountants, hereby certify that, based on the information provided by Umiya Buildcon Limited (herein referred to as "the Company") (CIN: L28112KA1984PLC005873), and our examination of the relevant records , there has been **no change in the business line of the Company.**

We hereby confirm the following conditions of Reg. 45(1) of SEBI, LODR 2015:

(a) A time period of at least one year has elapsed from the last name change;	I confirm that, **a minimum of one year has elapsed from the last name change.**
(b) At least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or	**Not applicable**- Since there is no change in the activities of the Company
(c) The amount invested in the new activity/ project is atleast fifty percent. of the assets of the listed entity:	**Not applicable**- Since there is no change in the activities of the Company.

We hereby confirm that the Company is in compliance with **Regulation 45(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

This Certificate is issued pursuant to **Reg 45(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

For Ishwar & Gopal,
Chartered Accountants,
FRN 001154S

Sd/-
Ajay V Hande
Partner
MRN 244781
Place: Bangalore
UDIN: 26244781YTTGWI8422

ANNEXURE C

i. The payment of remuneration was recommended by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 10th July, 2026, for approval of the shareholders.

ii. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon or preference shares and dividend on preference shares for continuous period of thirty days in the preceding financial year before the date of his appointment.

iii. Other particulars:

I. GENERAL INFORMATION

1. Nature of Industry	1. Communication and Networking 2. Real-estate
2. Date or expected date of commencement of commercial production	Existing Company in operation since 10.02.1984
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institute appearing in the prospectus	Not Applicable
5. Financial performance based on given indicators	In the financial year 2025-26, the Company made a turnover (standalone) of Rs. 5419.66 lakhs and Profit (standalone) of Rs. 4180.66 Lakhs.
6. Foreign investments or collaborators, if any	Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

PARTICULARS	Mr. Aniruddha Bhanuprasad Mehta (DIN- 00720504)
1. Background details	The Company has stabilized its business operations and widened the scope under his leadership in the last 10 years.
2. Past Remuneration	Rs 2,00,00,000/-
3. Recognition or awards	Not Applicable
4. Job profile and his suitability	Mr. Aniruddha Mehta, a born entrepreneur and a visionary leader, has been the iconic figure behind the success of the Umiya Group. He possesses a wide range of expertise and special skills instrumental in building a company committed to develop quality projects with sheer passion, diligence and a burning desire to achieve excellence.

5. Remuneration proposed	Rs. 12,00,00,000/- (Rupees Twelve Crores only) per annum, upon achievement of the prescribed performance objectives.
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 w.r.t. the country of his origin)	The remuneration of Mr. Aniruddha Mehta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Aniruddha Bhanuprasad Mehta has a pecuniary relationship with the Company by virtue of his appointment as Chairman and Managing Director and the remuneration payable to him and he holds 4214977 Equity Shares in the Company. Mrs. Gauri Aniruddha Mehta, Non-Executive Director of the Company, is the spouse of Mr. Aniruddha Bhanuprasad Mehta. Ms. Khushali Mehta, Vice President – Strategy of the Company, is his daughter.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits	The Company has recorded significant growth in its business operations and profitability during the financial year. The proposed enhancement in remuneration is not on account of inadequate profits but is intended to align the remuneration of the Chairman and Managing Director with the Company's enhanced scale of operations, financial performance, growth trajectory and increased responsibilities.
2. Steps taken or proposed to be taken for improvements	The Company continues to focus on expansion of its technology and networking business, strengthening its research and development capabilities, new product introduction, execution of real estate projects, operational efficiencies and business diversification to drive sustainable long-term growth.
3. Expected increase in productivity and profits measurable terms	The management has adopted focused and in aggressive business strategies in all spheres of functions to improve the turnover and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability.

BOARD'S REPORT

Dear Members

Your Board of Directors ("Board") has immense pleasure in presenting its 42nd (Forty Second) Annual Report on business and operations of Umiya Buildcon Limited (Formerly MRO-TEK Realty Limited) ('the Company' or 'Umiya'), along with Audited Financial Statements and the Auditors' Report thereon for the financial year (FY) ended March 31, 2026.

1. FINANCIAL REVIEW:

In compliance with the provisions of the Companies Act, 2013 ("Act"), and SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, as amended from time to time ("Listing Regulations"), the Company has prepared its Standalone Financial Statements and Consolidated Financial Statements as per Indian Accounting Standards (Ind AS) for the FY 2025-26.

The financial highlights of the Company's operations are as follows:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from operations	5,419.66	4857.72	7236.51	4,860.78
(-) Cost of goods/services sold	2,058.25	1663.45	2411.39	1544.62
Net Revenue from Operations	3,361.41	3194.27	4825.12	3,316.16
(-) Employee benefits, Administration and Selling Expenses	1,996.99	1393.12	2229.97	1422.02
Other Income	5,189.75	376.64	2229.98	276.43
EBITDA	6,554.17	2177.79	6937.51	2,170.57
(-) Depreciation and Amortization	324.15	307.91	345.20	310.40
EBIT	6,230.02	1869.88	6592.31	1,860.17
(-) Interest and other Finance Costs	1,101.03	1,110.29	1101.77	1,110.31
Profit /(Loss) before Tax from Continuing Operations	5,128.99	759.59	5490.54	749.86
Profit /(Loss) from Discontinued operations	-	(7.92)	-	(7.92)
Profit /(Loss) before Tax	5,128.99	751.67	5490.54	741.94
(-) Total Tax Expenses	935.6	153.96	1271.08	158.00
Profit / (Loss) after Taxation (PAT)	4,193.39	597.71	4219.46	583.94
Other Comprehensive Income	(12.73)	(6.62)	(12.73)	(6.62)
Net Income	**4,180.66**	**591.09**	**4206.73**	**577.32**

A detailed performance analysis on various segments, business and operations is provided in the Management Discussion and Analysis segment which is annexed to this report.

Your Company's financial statements for the financial year ended March 31, 2026 are prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 including amendments Rules, 2018. Accordingly, numbers for all the comparative periods have been restated.

A. PERFORMANCE OVERVIEW:

PERFORMANCE: (Consolidated)

This year the Company's net profit from operations increased to Rs.1,444.39 Lakhs as against Rs.577.32 Lakhs in the previous financial year 2024-25. This is an increase of Rs.867.07 Lakhs or a 250% jump in the net profit. The Company also earned a profit of Rs.2,762.34 Lakhs from the sale of its property at Electronic City. Hence the consolidated profit for the year 2025-2026 is Rs.4,206.73 Lakhs.

The brief review of the financials is as follows:

- The revenue from operations from each Business unit wise has been tabulated below:

Business unit wise	**2025-26**	**2024-25**	**Increase/ (Decrease)**
Product	3,267.28	1,820.04	1447.24
Solutions	1,243.90	1,441.11	(167.21)
Real Estate	2,725.33	1,599.63	1125.70
Revenue from Continuing Operations	7,236.51	4,860.78	2375.73
Revenue from Discontinued Operation (EMS)	-	16.06	(16.06)
Total Revenue from Continuing and Discontinued Operations	**7,236.51**	**4,876.84**	**4765.4**

- The Company's consolidated revenue from Product segment increased from Rs. 1,820.04 Lakhs (Previous year 2024-25) to Rs. 3267.28 Lakhs during the financial year 2025-26. The significant increase of Rs. 1447.24 Lakhs was achieved by enhancing the product portfolio by way of introduction of new model Switches / routers, Innovation and R&D efforts, by incorporating higher local Content and ensuring Govt Compliance/certifications in the products thereby leveraging Make in India policy of theGovernment and regulation on National Security Directive on the Telecommunication Sector (NSDTS)
- The total revenue generated from the Solutions Business Segment decreased from Rs. 1,441.11 lakhs in FY 2024–25 to Rs. 1,243.90 lakhs in FY 2025–26. The decrease in revenue of Rs. 197.21 lakhs were primarily attributable to projects being in the renewal and contract renegotiation stage during the year.
- The Company managed to increase revenue from Real Estate Segment from Rs. 1,559.63 Lakhs (Previous year 2024-25) to Rs.2725.33 Lakhs during the financial year 2025-26.The increase in revenue during FY 2025–26 was primarily attributable to the sale of land amounting to Rs. 1,000 lakhs, while the remaining growth was driven by higher lease rental income.

- During FY 2025–26, the Company received all requisite approvals, including RERA approval, and commenced construction of its project "Umiya Bricklane" at Candolim, Goa, which has received an encouraging market response, evidenced by initial customer booking advances. The associated firm Umiya Buildtek launched "Umiya Prism" on Cunningham Road, Bengaluru, an ultra-luxury boutique residential project in the Central Business District (CBD). The project has received RERA approval, and initial development activities are underway.
- The consolidated turnover stood at Rs.7236.51 Lakhs as against Rs.4860.78 Lakhs as compared to previous financial year. Details on segmental revenue and performance are furnished inNote no. 38 on Supplementary Notes to Accounts
- The consolidated EBITDA for the financial year 2025-26 is Rs. 6937.51Lakhsas against EBITDA for the previous year 2024-25of Rs 2170.57 lakhs.
- The increase in interest expense was due to additional borrowings and change in interest rate resulting in addition expenditure of Rs. 219.13 lakhs as compared to corresponding previous year.
- The consolidated profit/(Loss) for the year under review was Rs. 4,206.73 lakhs. This includes a profit of Rs. 2,762.34 lakhs from the sale of the Electronic City property. The Company's operational performance also improved significantly, with net profit from operations increased to Rs. 1,444.39 lakhs from Rs. 577.32 lakhs corresponding previous financial year 2024-25
- The consolidated net worth increased to Rs.11,496.15 Lakhs as at 31st March 2026 as compared to Rs. 7492.61 Lakhs as on 31stMarch 2025 and net worth of the company is increased from Rs 7535.76lacs to Rs. 11,716.43 lacs during the year 2025-26.
- During the year under review, the Company recorded a substantial growth of approximately 80% in product billings, reflecting strong performance and market acceptance of newly introduced products. The Project Operations segment continued to deliver consistent revenue streams, further bolstered by the addition of a new project at Pondicherry P-SWAN. The Company successfully obtained telecom regulatory clearances for all its products and has deepened its investment in Research & Development to enhance in-house capabilities
- The Company's teams across Sales, Product Engineering, Factory Operations, Product Services, Solutions, Projects, Finance, Logistics, Exim, HR, IT, and Administration have demonstrated resilience, innovation, and dedication throughout the year, which has been instrumental in achieving business milestones.

The Board acknowledges the leadership and direction provided by the Chairman & Managing Director, Mr. Aniruddha Mehta, which have contributed to the Company's progress.

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated financial statements of the Company and its subsidiary for FY 2025-26 are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon forms part of this Annual Report. Pursuant to Section 129(3) of the Act, a statement containing the salient features of the Financial Statements of the subsidiary companies in Form AOC-1 forms part of this report as **Annexure -A.**

Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statements of the subsidiary company upon a request by any Member of the Company. These financial

statements of the Company and the subsidiary company will also be available for inspection to the Members the through electronic mode. The Members desiring financial statements of the Company,the Consolidated financial statements along with other relevant documents and the financial statements of the subsidiary company, may send their request in writing to the Company at cs@mro-tek.comand the same would also beavailable on the Company's website URL:www.mro-tek.com/pdf/Financial_results_outcome_27.4.26.pdf

2. SECRETARIAL STANDARDS:

Pursuant to the provisions of Section 118 of theAct, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs (MCA).

3. DIVIDEND:

In order to support the Company's growth plans and strengthen its financial position, your Board regrets its inability to recommend any dividend for the financial year under review. However, efforts will be infused to bring the Company back to dividend track before long.

4. TRANSFER TO RESERVES:

Your board has not recommended to transfer any amount to the general reserve

5. SUBSIDIARY COMPANIES/FIRMS:

The Company has one direct Wholly Owned Subsidiary (WOS) MRO-TEK Private Limited as at March 31, 2026, as disclosed in the accounts.

Further investment in WOS: The Company invested an amount of Rs. 80,00,000 in its wholly owned subsidiary.

There has been no material change in the nature of the business of the subsidiary company.

6. CHANGE IN NATURE OF BUSINESS:

During the year under review, there were no changes in the nature of business as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:

There are no material changes and commitments between the end of the financial year and the date of the Report, which affect the financial position of the Company.

8. SHARE CAPITAL:

During the year under review, there has been no change in the Authorised Share Capital and Paid-up Share Capital of the Company.

The Authorised Share Capital of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) is divided into 3,00,00,000 (Three Crores) Equity Share of Rs. 5/- (Rupees Five only) each and Paid-up Share Capital of the Company is Rs. 9,34,23,010/- (Rupees Nine Crores Thirty-Four LakhsTwenty-Three Thousand and Ten only) divided into 1,86,84,602 (One Crore Eighty-SixLakh Eighty-FourThousand Six Hundred and Two) Equity Shares of Rs. 5/- (Rupees Five only) each.

Disclosure regarding Issue of Equity Shares with Differential Voting Rights

During the financial year under review, the Company has not issued Shares with Differential Voting Rights.

Disclosure regarding issue of Employee Stock Options

During the financial year under review, the Company has not issued Shares under Employee Stock Options.

Disclosure regarding issue of Sweat Equity Shares

During the financial year under review, the Company has not issued Sweat Equity Shares.

9. DEPOSITS:

The Company has not accepted deposits from the public/ members under Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014, during the year under review. Accordingly, the disclosures under Rule 8 (5) of the Companies (Accounts) Rules, 2014 in this regard are not applicable.

10. DIRECTORS AND KEY MANAGERIAL PERSONNELS (KMPs):

a) Director retiring by rotation

In accordance with the provisions of Section 152 of the Act and Articles of Association of the Company, Mrs. Gauri Mehta (Holding DIN: 00720443), retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. Resolutions seeking Shareholders' approval for their re-appointment forms part of the Notice.

b) Cessation of Office of Directorship

There is no change in directorship of the Company for the year ended 31.03.2026.

c) Appointment of Directors and KMPs

- Mrs. Neela Manjunath's first term as Independent Director ends on 30th September 2026. She will be proposed to be reappointed as an Independent Director for the second term at the ensuing Annual General Meeting to be held for the Financial Year ended March 31, 2026.
- Mr. H S Venkatesh,was re-appointed as an Independent Director with effect from June 15, 2025 up to June 14, 2030.
- Ms. Nicola Neeladri,was re-appointed as an Independent Director with effect from June 15, 2025 up to June 14, 2030.

d) Declaration of Independence

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted their declarations that each one of them meets the criteria of independence as provided under the provisions of Section 149(6) of the Act along with Rules framed thereunder under Regulations 16(1) (b) and 25 of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any, and reimbursement of expenses incurred by them for the purpose of attending Meetings of the Board/ Committees of the Company.

e) Board Diversity

The Company believes that building a diverse and inclusive culture is integral to its success. The Company has evaluated the Policy with a purpose to ensure adequate diversity in its Board of Directors,

which enables them to function efficiently and foster differentiated thought processes at the back of varied industrial and management expertise. The Board recognizes the importance of diverse composition and has therefore adopted a Board Diversity Policy. The Policy is made available on the Company's website at https://www.mro-tek.com/pdf/BoardDiversityPolicy.pdf.

11. Annual Board evaluation and Familiarisation Programme for Board Members.

The Board of Directors and the Nomination and Remuneration Committee had carried out an annual evaluation of its own performance, the Board,the Committees and Individual Directors pursuant to the provisions of the Act and Listing Regulations on 20thJanuary, 2026. The performance as a whole was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members.

In a separate Meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings, in terms of preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in Meetings, etc. At the Board Meeting that followed the Meeting of the Independent Directors and Meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual Directors was also discussed. Performance evaluation of Independent Directors was done by all the Directors, excluding the Independent Director being evaluated.

A note on the FamiliarisationProgramme adopted by the Company for orientation and training of the Directors and the Board evaluation process undertaken in compliance with the provisions of the Act, and the Listing Regulations is referred herewith is made available at Company's official website athttps://www.mro-tek.com/pdf/Fimiliarization_Programme_2025_26.pdf

12. Policy on Directors' Appointment and Remuneration

In compliance with the provisions of Section 178(3) Act and Regulation 19 of the Listing Regulations, the Board, on the recommendation of Nomination and Remuneration Committee has approved the Policy for selection andappointment of Directors. The aforesaid Policy provides a framework to ensure that suitable and efficient succession plans are in place for appointment of Directors on the Board. The Policy also provides for selection criteria for appointment of Directors. The Policy on remuneration can be accessed at the official website of the Company at https://www.mro-tek.com/files/MRO-TEK_Nomination_and_Remuneration_Policy.pdf

13. COMPOSITION OF AUDIT COMMITTEE:

As on the financial year ended March 31,2026, the Audit Committee of the Company consisted of three Members and all of them have financial and accounting knowledge. The Board has accepted all the recommendations made by the Audit Committee during the year under review.

AUDIT COMMITTEE

S NO.	NAME/Messrs	DIN	DESIGNATION
1.	H S VENKATESH	01776040	CHAIRMAN
2.	NEELA MANJUNATH	06981005	MEMBER
3.	GAURI ANIRUDDHA MEHTA	00720443	MEMBER

14. NOMINATION AND REMUNERATION COMMITTEE POLICY:

As on the financial year ended March 31, 2026, the Nomination and Remuneration Committee of the Company consisted of three Members. The Board has, on the recommendation of Nomination and Remuneration Committee framed a Policy for selection and appointment of Directors, Senior Management and for other employees and their remuneration. The same has been disclosed on the website at www.mro-tek.com/files/Nomination_and_Remuneration_Policy.pdf. The composition, criteria for selection of Directors and the terms of reference of the Nomination and Remuneration Committee is stated in the Corporate Governance Report.

NOMINATION AND REMUNERATION COMMITTEE

S NO.	NAME/Messrs	DIN	DESIGNATION
1.	NEELA MANJUNATH	06981005	CHAIRPERSON
2.	NICOLA NEELADRI	01997936	MEMBER
3.	GAURI ANIRUDDHA MEHTA	00720443	MEMBER

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

a) In the preparation of the accounts for the financial year ended March 31, 2026, the applicable Accounting Standards have been followed and there are no material departures from the same;

b) The Directors had selected such Accounting Policies and applied them consistently, and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026;

c) The Directors had taken proper and sufficient care for the 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 fraud and other irregularities;

d) The Directors had prepared Annual Accounts of the Company on a 'going concern' basis;

e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) The Directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

16. NUMBER OF MEETINGS OF THE BOARD

The Meetings of the Board were held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board of Directors were held when necessary.

Six (6) Meetings of the Board were held during the financial year under review on the following dates: April 29, 2025; July 08, 2025; September 01, 2025; October 15, 2025; November 13, 2025; January 20, 2026. For details of Meetings of the Board, please refer to the Corporate Governance Report, which forms part of this Report as **Annexure – II.**

The Agenda of the Meeting is circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated amongst the Members of the Board for their perusal.

17. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company continued to maintain, high standards of Internal Control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequacy and effectiveness of the Internal Control across various activities, as well as compliance with laid-down Systems and Policies are comprehensively and frequently monitored by your Company's Management at all levels of the organization.

The Audit Committee, which meets at least four times a year, actively reviews internal control systems as well as financial disclosures, statutory compliances with adequate participation, inputs from the Statutory, Internal and Secretarial Auditors.

During the financial year, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during financial year 2025-26.

18. AUDIT AND AUDITORS:

(a) Statutory Auditors -

Messrs K. S. Aiyar and Co, were re-appointed as Statutory Auditors of the Company at the 37th Annual General Meeting of the Company held on September 30, 2021to hold office for a period of Five (5) consecutive years, from the conclusion of the 37th AGM until the conclusion of 42nd AGM to be held in the calendar year 2026.

The term of the existing Statutory Auditors will conclude at the ensuing 42nd Annual General Meeting. The Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of Messrs. Ishwar & Gopal, Chartered Accountants, as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of the 42nd Annual General Meeting till the conclusion of the 47th Annual General Meeting, subject to approval of the Members of the Company.

The Board has duly reviewed the Statutory Auditors' Report to the Financial Statements, which is self-explanatory. Clarifications, wherever necessary, have been included in the notes to the Financial Statements section of the Annual Report. The Auditors'Report for the FY 2025-26 does not contain any qualification, reservation or adverse remark for the year under review. The Auditor's Report is enclosed with the Financial Statements in this Annual Report.

(b) Secretarial Auditors and Secretarial Audit Report -

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board has appointed Mr. Parameshwar G Bhat, Practising Company Secretary, as its Secretarial Auditor to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the FY 2025-26 is annexed as **Annexure – I** and forms part of this Report. The Report does not contain any qualification, reservation, disclaimer or adverse remark for the year under review.

(c) Details of frauds reported by the Auditors-

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Audit Committee, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

(d) Internal Auditors -

The Board had appointed Messrs Ishwar and Gopal, Chartered Accountants, Bangalore as the Internal Auditors of the Company to conduct the audit on basis of a detailed internal audit plan which is reviewed each year in consultation with the Internal Audit Team and the Audit Committee. On a quarterly basis also, Internal Auditors give presentations and provide a report to the Audit Committee of the Company.

(e) Cost Audit-

Maintenance of cost records as specified by the Central Government pursuant to Section 148(1) of the Act, is not required by the Company and accordingly, such accounts and records are not made and maintained.

19. RELATED PARTIES TRANSACTIONS:

All Related Party Transactions which were entered into, during the financial year were on an arm's length basis and in the ordinary course of business. In compliance with the said regulation, shareholders' approval for the material transactions with Umiya Builders and Developers and Umiya Buildtek were duly obtained in the previous AGM held on 24th September 2025. Prior omnibus approval from the Audit Committee is obtained for transactions which are repetitive in nature. Further, disclosures are made to the Audit Committee on a quarterly basis. Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed the reports on related party transactions with the Stock Exchanges.

The information on transactions with related parties pursuant to Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure – B** in Form AOC-2 and the same forms part of this report.

The Company has adopted a Policy for dealing with Related Party Transactions and is made available on the Company's website at https://www.mrotek.com/files/Related_Party_Transaction_08th_Aug_2023.pdf

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO UNDER SECTION 134(3)(M) OF THE ACT:

(a) Conservation of Energy:

(i) The Steps taken or impact on conservation of energy

The Company is certified under ISO 9001:2015 (Quality Management System) and ISO 14001:2015 (Environmental Management System), reflecting its commitment to quality and environmental sustainability. The Company continues to undertake measures for conservation of energy through optimum utilisation of natural lighting and ventilation, efficient use of electrical equipment, and minimisation of energy wastage. Electronic waste is managed and recycled in compliance with the applicable E-Waste (Management) Rules. Further, the Company's manufacturing processes comply with the RoHS (Restriction of Hazardous Substances) directives, thereby promoting environmentally responsible manufacturing practices.

(ii) Steps taken for utilising alternate sources of energy

During the year under review, the Company has not adopted any alternate sources of energy. However, it continues to explore feasible opportunities for adopting sustainable and energy-efficient practices, wherever commercially viable.

(i) The capital investment on energy conservation equipments

The Company did not make any capital investment on energy conservation equipment during the financial year 2025-26.

(b) Technology Absorption:

i) The efforts made towards technology absorption the benefits derived like product improvement, cost reduction, product development or import substitution;

The Company continued to strengthen its technological capabilities through focused research and development initiatives in networking products, information technology and defence communication solutions. During the year under review, the Product Development and Research & Development team continued its efforts towards the development and enhancement of the Company's indigenous 1G Ethernet Switch. The firmware, developed in-house by the Company's engineers, was successfully tested, and significant progress was made towards hardware development with procurement of the required Hardware Bill of Materials. The product is being developed with Class-I Local Content (over 60%), in line with the Government of India's Aatma nirbhar Bharat initiative, thereby promoting indigenous design and manufacturing.

The Company also continued the development of its TDM/IP device for defence applications. In addition, the Software Development team enhanced the Company's Network Management Platform by developing and implementing new features and modules to improve network monitoring, management and operational efficiency. These enhancements were successfully tested and deployed for ongoing customer projects.

The in-house technical and commercial teams continued their efforts towards technology absorption through indigenisation of technology and components, value engineering, and continuous product improvement, resulting in enhanced product capabilities, improved operational efficiencies and reduced dependence on imported technologies.

The Company has not imported any technology during the last three financial years. Accordingly, the disclosures relating to technology absorption of imported technology are not applicable.The in-house technical and commercial teams consistently engage themselves in their endeavor to indigenize technology and components, as well as implementation of value-engineering and cost-saving methods.

During the financial year,an expenditure of Rs. 40.67 lakhs were incurred towards Research and Development.

(c) Foreign Exchange Earnings and Outgo:

Full details of foreign exchange earnings and expenditure are furnished in Financial statements under Para (a) of Note no. 41 of "Notes to accounts and other explanatory information".

(i) CAPITAL EXPENDITURE:

As on March 31, 2026, the gross tangible and intangible assets stood at Rs. 1012.32 Lakhs and the net tangible and intangible assets at Rs. 655.63 Lakhs. Additions during the financial year amounted to Rs. 81.39 Lakhs and deletions during the financial year amounted to Rs. 606.09 Lakhs. In addition to this, as on March, 31, 2026, the gross tangible investment assets stood at Rs. 11545.80 Lakhs and the net tangible investment assets at Rs. 10710.28 Lakhs.

(ii) RISK MANAGEMENT POLICY:

The Company reviewed risk and laid down a Risk Management Mechanism covering the risk mapping and trending analysis, risk exposure, potential impact and risk mitigating process. A detailed exercise

is being carried out to identify, evaluate, manage and monitor and non-business risk. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same.

The Company has formulated a Risk Management Policy and has in place a mechanism to inform the Board about risk assessment and minimization procedures and periodical review to ensure that executive Management controls risk by means of a properly designed framework. The Policy details are available on the website of the Company at https://www.mro-tek.com/pdf/MRO-TEK-Risk_Management_Policy.pdf

(iii) CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company is committed to fostering sustainable societal value, guided by a clear vision to empower individuals and create a positive impact at a broader community level. It firmly believes that inclusive growth and responsible corporate citizenship are essential components of long-term success and enduring stakeholder value.

During the financial year 2025–26, based on the financial results, the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility have become applicable to the Company, as its net profit has exceeded the prescribed threshold of ₹ 5 crore

The Company further noted that based on the computation of average net profits of the Company for the immediately preceding three financial years in accordance with Section 198 of the Companies Act, 2013, the average net profits result in Nil. Accordingly, the Company is not required to incur any CSR expenditure during the financial year 2025–26.

The Company had already adopted a CSR Policy, as formulated and recommended by the CSR Committee, and is available on the Company's website at https://www.mro-tek.com/files/CSRPolicy.pdf, which outlines its commitment and approach towards contributing to the community and social development.

(iv) DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY OPERATIONS IN FUTURE:

There were no significant and material orders passed by the Regulators, Courts or Tribunals that would impact the going concern status of the Company's operation in the future.

(v) INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassmentat the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment atthe workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Policy aims to promote a healthy work environment and to provide protection to employees at the workplace and redress complaints of sexual harassment and related matters thereto. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. Details of the same, including the details of the complaints received are provided in the Report on Corporate Governance, which forms part of this Report.

Following is the summary of sexual harassment complaints received and disposed off during the financial year 2025-26:

No. of complaints received: NIL

No. of complaints disposed off: NIL

No. of cases pending for more than ninety days: NIL

(vi) STATEMENT WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961:

The Company has made all the compliance of the provisions relating to the Maternity Benefit Act, 1961 during the year.

(vii) VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

In compliance with Section 177(9) of the Act, and Regulation 22 of the Listing Regulations, the Company has a Whistle Blower Policy and has established the necessary Vigil Mechanism for Directors and employees in confirmation with the above laws, to report concerns about unethical behavior. The details of the Policy have been disclosed in the Corporate Governance Report, which is a part of this report and is also available on the website of the Company at https://www.mro-tek.com/files/Whistle_Blower_Policy.pdf

(viii) MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report for the financial year under review, is presented in a separate section, forming part of the Annual Report.

(ix) CORPORATE GOVERNANCE:

As required under the Act, your Company has taken adequate steps to adhere to all the stipulations laid down under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. A detailed report on Corporate Governance, pursuant to the requirements of Regulation 34 of the Listing Regulations, forms part of the Annual Report as **Annexure –II**.

A Certificate from Mr. Parameshwar G Bhat, Practising Company Secretary, Bangalore, confirming compliance to conditions of Corporate Governance, as stipulated under the Listing Regulations, is annexed to the Corporate Governance Report. A statement containing additional information as required under Clause IV of Section II of Part II of Schedule V of the Act, is provided in the Report on Corporate Governance, which forms part of this Annual Report.

(x) ANNUAL RETURN:

Pursuant to Section 92 of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the Company on the following link:https://www.mro-tek.com/pdf/AC0117272_MGT-7_Final_sd.pdf

(xi) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details relating to loans, corporate guarantees and investments covered under Section 186 of the Act, forms part of the notes to the Financial Statements provided in this Annual Report.

(xii) CODE OF CONDUCT:

The Company has laid down a Code of Conduct for the Directors as well as for all Senior Management of the Company in the following link: https://www.mro-tek.com/files/Code_of_Conduct_MRO-TEK.pdf. In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended from time to time, all the Members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management for the FY 2025-26. As prescribed under Regulation 17 of the Listing Regulations, a declaration signed by the Managing Director affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the financial year 2025-26 forms part of the Corporate Governance Report.

(xiii) PARTICULARS OF EMPLOYEES:

The disclosure pursuant to the provisions of Section 197(12) of the Act, read with Rule 5of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure -IV** and forms part of this Report.

There are no employees receiving remuneration more than Rs. 1,02,00,000/- (Rupees One Crore Two Lakhs only) per annum and /or Rs. 8,50,000/- (Rupees Eight Lakhs Fifty Thousand only) per month. Therefore, statement/disclosure pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be circulated to the Members and is not attached to the Annual Report.

There are no employees posted and working in a country outside India, not being Directors or relatives, drawing more than Rs. 1,02,00,000/- (Rupees One Crore Two Lakhs only) per financial year or Rs. 8,50,000/- (Rupees Eight Lakhs Fifty Thousand only) per month as the case may be. Therefore, statement/disclosure pursuant to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be circulated to the Members and is not attached to the Annual Report.

(xiv) LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing fees for the financial year 2025-26 to National Stock Exchange of India Limited and BSE Limited where the Company's Shares are listed.

(xv) HUMAN RESOURCES MANAGEMENT:

Professionals are the most important assets. The Company is committed to hiring and retaining the best talent and being among the industry's leading employers. For this, your Company is focused on promoting a collaborative, transparent and participative organization culture, and rewarding individual contribution and innovation. The focus on Human Resources Management is to enable the employees to navigate their next, not just for clients, but also for themselves.

(xvi) INDUSTRIAL RELATIONS:

Industrial relations have been cordial and constructive, which have helped your Company to achieve production targets.

(xvii) AWARDS AND RECOGNITIONS:

During the financial year under review, the Company was conferred with various awards and recognitions, the details of which are provided in a separate section of the Annual Report.

(xviii) DISCLOSURE REQUIREMENTS:

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

(xix) INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

(xx) OPINION OF BOARD ON INTEGRITY, EXPERTISE & EXPERIENCE OFINDEPENDENT DIRECTORS

In the opinion of the Board, the Independent Directors appointed/re-appointed during the year possess requisite integrity, expertise, experience and proficiency required to effectively discharge their duties as Independent Directors of the Company.

(xxi) ONE TIME SETTLEMENT (OTS) VALUATION DIFFERENCE

During the year under review, no one-time settlement was entered into with any Bank or Financial Institution and hence disclosure relating to difference in valuation does not arise.

(xxii) NUMBER OF EMPLOYEES:

The number of employees as on March 31, 2026 are as under:

- Male Employees: 68
- Female Employees: 6
- Transgender Employees: 0

(xxiii) IEPF APPLICABILITY

During the year under review, there were no amounts required to be transferred to the Investor Education and Protection Fund (IEPF).

(xxiv) RECEIPT OF COMMISSION BY MD/WTD

During the year under review, the Managing Director of the Company did not receive any commission from the Holding Company or Subsidiary Company.

(xxv) FAILURE TO IMPLEMENT CORPORATE ACTION

During the year under review, there was no failure in implementation of any corporate action.

(xxvi) CREDIT RATING

The Company has not obtained any credit rating during the year under review.

(xxvii) ACKNOWLEDGEMENTS:

The Directors thank all the vendors, customers, investors, and other partners for their sincere support.

The Directors also take this opportunity to thank all Stakeholders, Government, Non-Government Agencies, Regulators and Stock Exchanges for their continued support.

Very importantly, the Board places on record it deep appreciation for the uniform and dedicated services rendered by the employees at all levels.

(xxviii) CAUTIONARY STATEMENT:

The Board's Report and Management Discussion and Analysis may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein.

The Company is not obliged to update any such forward-looking statements. Some important factors that could influence the Company's operations include global and domestic economic developments, competitor's behaviour, changes in Government Regulations, Tax laws and litigations.

For and on behalf of Board of Directors of
Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN: 00720504
Address: # 06, New BEL Road,
Chikkamaranahalli,
Bangalore 560054

Place: Bengaluru
Date: 27-04-2026

ANNEXURE 'A' TO THE DIRECTORS' REPORT

Form AOC-1

Subsidiaries

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Information in respect of each subsidiary to be presented with amounts in INR)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	MRO-TEK Private Limited (Formerly MRO-TEK Technologies Private Limited)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4.	Share capital	INR 1,00,00,000
5.	Reserves & surplus	INR 72,35,000
6.	Total assets	INR 362,64,000
7.	Total Liabilities	INR 362,64,000
8.	Investments	0
9.	Turnover	INR 19,79,03,000
10.	Profit before taxation	INR 81,46,000
11.	Tax Expenses	INR 20,65,000
12.	Profit after taxation	INR 60,81,000
13.	Proposed Dividend	0
14.	% Of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations – Not Applicable
2. Names of subsidiaries which have been liquidated or sold during the year -– Not Applicable

For and on behalf of Board of Directors of
Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)
Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN: 00720504

Place: Bengaluru
Date: 27-04-2026

ANNEXURE - B

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

(a) Name(s) of the related party and nature of relationship:	(b) Nature of contracts/ arrange-ments/ transactions:	(c) Duration of the contracts / arrange-ments/ transactions:	(d) Salient terms of the contracts or arrange-ments or transactions including the value, if any:	(e) Justification for entering into such contracts or arrange-ments or transactions	(f) Date(s) of approval by the Board:	(g) Amount paid as advances, if any:	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:
NOT APPLICABLE							

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship:	(b) Nature of contracts/ arrangements/ transactions:	(c) Duration of the contracts / arrange-ments / Transactions:	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:(INR)	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
MRO-TEK Private Limited (Formerly known as MRO-TEK Technologies Private Limited (Wholly Owned Subsidiary)	Purchase or Sale of goods and services	FY 2025-2026	Upto Rs. 30 Crs Agreed as per the Market standard rate of service	29-04-2025	

Directors Interested : 1. Mr. Aniruddha Bhanuprasad Mehta 2. Ms. Gauri Aniruddha Mehta					
Umiya Builders and developers (Entity in which directors are interested in)	Purchase or Sale of Property	September 2025 to September 2026	Upto Rs. 100 Crs (Approved by shareholders in the AGM held on 24/09/2025)	29/04/2025	

For and on behalf of Board of Directors of
Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN: 00720504

Place: Bengaluru
Date: 27-04-2026

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The following Management Discussion and Analysis ("MD&A") should be read in conjunction with the financial statements and accompanying notes ("Financial Statements") of Umiya Buildcon Limited for financial year ended March 31, 2026.

- Segment wise or Product wise performance
- Risk and Concerns
- Internal Control Systems and their adequacy
- Discussion on operational performance
- Material Developments in Industrial Relations front.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

During the financial year under review, the Company continued to focus on strengthening its existing business verticals while pursuing strategic growth opportunities across emerging sectors. The Company's emphasis remained on technology innovation, operational efficiency, product development, market expansion and strengthening organizational capabilities across all business segments.

The Company also undertook strategic initiatives during the year towards expanding its presence in next-generation technologies, strengthening its real estate portfolio, enhancing indigenous manufacturing capabilities and increasing focus on research and development activities.

- Real Estate
- Products
- Solutions

SEGMENT : PRODUCTS

The Products Business Unit demonstrated strong operational and revenue performance during the financial year 2025-26, driven by enhanced research and development efforts, introduction of new products, greater technology absorption and increasing market acceptance of the Company's networking and communication solutions.

The Company's routers, switches and networking products continued to gain traction across Telecom, Broadband, Enterprise, Government and Public Sector markets, including deployments in critical infrastructure and institutional projects.

A key highlight during the year was the strong performance of the Products segment, which recorded its highestsales in last quarter in the last decade, driven by growing demand for the Company's indigenous networking solutions. During the year, the Company saw strong traction in high-capacity switches and Data centre networking products, while continuing to invest in R&D and development of its proprietary Network Operating System (NOS).

Telecom and Networking: Public Sector and Innovation Focus:

The Company continued to strengthen its telecom and networking business through its indigenous product portfolio and system integration capabilities. while continuing to invest in R&D across its indigenous product portfolio and platform capabilities. The induction of new products in high-capacity switches and data centre networking has gained momentum and is expected to drive future growth.

The Company also maintained momentum in government and public sector projects, particularly in digital infrastructure, and continues to hold a healthy order pipeline, providing visibility for future growth.

These developments reflect the Company's focused approach towards expanding its presence in the market with cutting-edge network products, supported by high local content across design, hardware and software. Innovation and technology continue to remain key focus areas, backed by ongoing investments in research and development to enhance product offerings and drive long-term value creation.

Railways: Railways continues to be an important market for our Products. This year we received increased orders for our Switches and Routers for deployment in various Signaling and Surveillance applications across the Railways.Our products also cleared stringent RDSO inspection. We have been constantly upgrading the product line up for Railway's sector with improvements and additional features as per user requirements.

Defence: We have developed a TDMoIP Device for a Large Defence System Integrator. The device functions as a Network Interface Unit of a part of the Main System which will be fielded upcoming Defence Tenders. During the year we constantly interfaced for further future development and Military grade hardening of the device. The product was deployed for Army Field Trials and proved successful. It is expected that two defence tenders will be released in the next Financial year 2026-27 wherein partner SI will bid with our product.

Network Security: Our Unified Threat Manager device (UTM) is deployed in Pondicherry SWAN connecting all the Government Offices. The devices are deployed and functioning very reliably. Our team through the Network Operations Center (NOC) at Pondicherry are providing efficient network management services to the various departments and users. We are regularly implementing security policies as desired by the users and ensure NIL security breach till date. The customer has recognized our efforts and provided additional 50 new sites. This Keystone project is a recognition of our capabilities in the Network Security domain.Our UTMs are also successfully deployed in the Railways and Coal Sector. We are focusing on increasing our efforts to leverage on our proveness and capture the larger market.

R&D and Product Development: We have also commenced R&D on developing an indigenous 1G switch. The firmware development is in progress and we expect to see the product roll out with more than 65% Local content. The switch hardware will be run from a CKD (Completely Knocked Down) kit and manufactured at our factory. The development is proof of your company's R&D capabilities and is a significant step in our vision to invest more into R&D and innovation.

As a Trusted Source on the DoT trusted Portal, Our Products have gained greater acceptance in the Market especially in the Switching and Routing Domain. We have regained a good foothold in the products sector as is evident from our revenue growth. In the coming year our focus will be on greater hiring and R&D efforts to significantly bolster our growth in this highly demanding sector.

The Company's Product Development Road map is as follows:

Product	Application/Sector
1G indigenous Switch	Railways | Telecom | SI | Enterprise
TDMoIP	Defence
Unified Threat Manager(UTM)	Telecom | SI | Enterprise | Railways
Software Defined WAN	Telecom | SI | Enterprise
Cloud Managed Services	Telecom | SI | Enterprise

The Service Business Unit continues to be the operations arm for maintenance / operations / repair of all OEM products sold by the Company.

The turnover of the Company under this Product Segment for FY 2025–26 stood at Rs. 3,267.28 lakhs as compared to Rs. 1,820.04 lakhs in FY 2024–25, registering a robust growth of 80% over the previous year. The segment result for FY 2025–26 was Rs. 1,383.33 lakhs as against Rs. 762.50 lakhs in the corresponding previous year, reflecting a significant improvement in profitability

SEGMENT : REAL ESTATE

The Board is pleased to inform that the real estate segment witnessed significant progress during the financial year 2025-26, driven by project execution, customer engagement and strategic expansion initiatives.

During the year 2025-26, the Company continued to advance its premium real estate strategy. "UmiyaBricklane" at Candolim, North Goa, received an encouraging market response with initial bookings and receipt of customer advances. The project has secured all key regulatory approvals, including RERA registration and plan approvals, and marks the Company's strategic expansion into a high-potential tourism and lifestyle destination.

Further strengthening its premium residential portfolio, associated firm Umiya Buildtek launched "Umiya Prism" on Cunningham Road, Bengaluru, positioned as an ultra-luxury boutique residential project in the Central Business District (CBD). The development has received RERA approval and initial project development activities are currently underway.

Revenue from operations of the Real Estate Business increased to Rs. 2,725.33 lakhs in FY 2025–26 from Rs. 1,599.63 lakhs in FY 2024–25, reflecting a strong growth. The segment results also improved significantly to Rs. 2,536.33 lakhs during FY 2025–26 as compared to Rs. 1,609.56 lakhs in the previous year.

SEGMENT : SOLUTIONS

Your Company is Managing, Operating and Maintaining 5 projects across the country which has ensured a robust regular cashflow for your Company.

With this your Company is Operating nearly 1500 Links across the Country with four Network Operations Centers.

We will continue to focus on turnkey projects business in Network specific areas. Our new product induction like SDWAN, UTM and Cloud Services are expected to help in our business development efforts in the System Integration vertical. During the year we received additional order of 50 Sites for the Pondicherry SWAN Project. We also received a significant order from RailTel for supply of TDM/IP device for a key Railways Project. Our efforts are on to secure new projects and business in System Integration which will ensure regular cash flows with good bottom line.

The total revenue generated from the Solutions Business Segment decreased from Rs. 1,441.11 lakhs in FY 2024–25 to Rs. 1,243.90 lakhs in FY 2025–26. The decrease in revenue of Rs. 197.21 lakhs was primarily attributable to projects being in the renewal and contract renegotiation stage during the year, resulting in a temporary impact on revenue recognition

RISKS AND CONCERNS

The Company has consolidated its business focus into specific dedicated opportunities.

a) Products for Telecom and Railways; b) Turnkey Projects/System Integration c) Services d) Real Estate. These will continue to be the four pillars of the company for the next few years. The updated SWOT Analysis of the Company is as follows:

STRENGTHS	1. Home Grown Indian OEM, Trusted brand name and now a strong player in the SI Market 2. High quality Product engineering skills 3. Wide range of Product Offerings with high Local Content 4. Major Tier-1 customer confidence	**WEAKNESSES**	1. High skill manpower bench is limited 2. High Cost of Capital 3. R&D needs to be strengthened
OPPURTUNITIES	1. Favorable trends in Government policies 2. Make in India initiatives 3. System Integration	**THREATS**	1.Liquidity shortage with most customers 2.Dependence on government customers

OPERATIONAL PERFORMANCE

The Business has improved and shown growth in all the verticals. Product Development was carried out as planned and new products as well as existing Products with upgrades were introduced to the markets. The marketing teams have been able to achieve increased market penetration for our products, improved market visibility, created brand awareness and brough about a great deal of confidence among the customers for your Company's Products. Securing TEC Certification for our Switches and Routers also went a long way to improve our grip on the market. Having self-sufficiency in Routing and Switching Products had also provided the capability to provide more cost-efficient solutions. This has proven extremely valuable for the Company to bid Competitively for SI tenders.

Despite increased market competition and various challenges, your company ensured steady product sales and ensured an exceptional revenue growth of 80% over the last FY in the Products BU.

On the Solutions front, your company has ensured successful Operations and Maintenance of current projects with BSNL-WCL, BSNL-BCCL, RailTel-WCL and APEPDCL. The stipulated SLAs are being achieved and progressively improved.

Key financial ratios comparison:

PARTICULARS	2025-26	2024-25
Debtors Turnover	7.00	7.86
Inventory Turnover	0.40	0.51
Debt Service Coverage Ratio	2.87	1.14
Current Ratio	4.19	1.59
Debt Equity Ratio	1.09	1.56
Net Profit Margin (%)	0.58	0.12
Return on Net Worth	0.27	0.09

MATERIAL DEVELOPMENTS / OUTLOOK

Data Centre Networking

India's data centre IT load capacity is expected to reach approximately 4.7 GW over the next three years, driven by increasing adoption of Cloud Computing, Artificial Intelligence (AI), High Performance Computing (HPC) and Edge Computing. The addressable market for AI and data centre networking solutions is estimated at around Rs. 6,500 crore. The Company has strengthened its product portfolio with high-performance switching platforms based on disaggregated architecture and SONiC Network Operating System, positioning it to address the growing demand for next-generation cloud and AI networking infrastructure.

Private 5G Solutions

Demand for Private 5G networks is witnessing significant growth across manufacturing, airports, railways and other industrial sectors, driven by the need for secure, reliable and dedicated communication infrastructure. The Company has developed an integrated Private 5G solution comprising Radio Unit (RU), Centralised/Distributed Unit (CU/DU), Core Network and Network Management platform, and is well positioned with a ready solution to address the growing opportunities in the Private 5G market.

Carrier Grade Networking

With increasing demand for reliable carrier-grade networking infrastructure, the Company is expanding its product roadmap to include MPLS-enabled carrier-grade switches designed to meet the requirements of Internet Service Providers (ISPs), telecom operators and critical network applications.

Expansion of Switching Portfolio

The Company continues to expand its portfolio of Ethernet switching products by introducing additional variants with enhanced features, higher performance and cost-effective configurations to address the evolving requirements of enterprise, government and telecom customers.

MATERIAL DEVELOPMENTS IN INDUSTRIAL RELATIONS FRONT

The Company continued to maintain cordial and harmonious industrial relations during the financial year 2025-26. The management remains committed towards maintaining a positive work environment, strengthening employee engagement and enhancing organizational capabilities across all business segments.

During the year, the Company continued to focus on talent development, leadership strengthening and expansion of technical and research teams to support its growth initiatives in networking products, technology development and real estate operations.

The Company places significant emphasis on employee welfare, skill development, productivity improvement and fostering a culture of innovation and collaboration. There were no major industrial disputes or disruptions during the year under review.

The company recorded an EPS growth of 146 % from 3.17 to 7.8 during the current financial year from operations as compared to corresponding period of the previous financial year 2024-25.

Looking ahead, Umiya Buildcon Limited remains optimistic about its growth trajectory. The Company plans to continue scaling its telecom and networking operations, strengthen its product and R&D capabilities, and advance its premium real estate developments.

Backed by a diversified business model, strong in-house innovation, and alignment with India's infrastructure and manufacturing priorities, Umiya Buildcon is well-positioned to deliver sustainable growth.

For and on behalf of Board of Directors of
Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Place: Bengaluru
Date: 27-04-2026

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN: 00720504
Address: # 06, New BEL Road,
Chikkamaranahalli, Bangalore- 560054

ANNEXURE - I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To

The Members
UMIYA BUILDCON LIMITED
(Formerly known as MRO-TEK Realty Limited)
No.6, New BEL Road, Chikkamaranahalli,
Bengaluru - 560054
Karnataka, India

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited) (CIN: L28112KA1984PLC005873) (hereinafter called **"the Company"**) for the financial year ended 31st March, 2026 (hereinafter called the 'period under audit'). Secretarial Audit was conducted in a manner that provided me 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 31st March, 2026 (the audit period) has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by UMIYA BUILDCON LIMITED (Formerly known as MRO-TEK Realty Limited) for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to 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 ('SEBI Act'):-
    (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not Applicable to the Company during the Audit Period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not Applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not applicable to the Company during the Audit Period);

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act, 2013 and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable to the Company during the Audit Period);

(i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (not Applicable to the Company during the Audit Period);

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and

(k) Circulars/Guidelines issued there under.

(vi) There are no specific laws applicable to the Company pursuant to the business carried by the Company.

(vii) The other general laws as may be applicable to the Company including the following:

(1) Employer/Employee Related Laws & Rules:

- The Factories Act, 1948
- The Employees State Insurance Act, 1948, along with its Rules and Regulations
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952, along with EPF Scheme 1952, EPS Scheme 1995, EFPS Scheme 1971 and EDLI Scheme 1976
- The Contract Labour (Regulation and Abolition) Act, 1970, and Contract Labour (Regulation & Abolition) (Karnataka) Rules, 1974.
- The Minimum Wages Act, 1948, and Karnataka Minimum Wages Rules, 1958
- The Payment of Wages Act, 1936, read with The Karnataka Payment of Wages Rules, 1963
- The Payment of Gratuity Act, 1972 and Karnataka Payment of Gratuity Rules, 1973, and Karnataka Compulsory Gratuity Insurance Rules, 2024
- The Payment of Bonus Act, 1965
- The Maternity Benefit Act, 1961, read with Karnataka Maternity Benefit Rules, 1966
- The Equal Remuneration Act, 1976, read with Equal Remuneration Rule, 1976
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 and the Child Labour (R&P) (Karnataka) Rules, 1998.

- The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 read with The Employment Exchanges Rules, 1960
- The Karnataka Labour Welfare Fund Act, 1965 and Rules, 1968
- The Apprentices Act, 1961
- The Industrial Employment Standing Orders Act, 1946, read with Rules of 1961
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, read with Central Rules, 2013
- The Karnataka Industrial Establishments (National & Festival) Holidays Act, 1963, read with Rules of 1964
- Karnataka Workmen's Compensation Rules, 1966
- The Karnataka Public Safety (Measures) Enforcement Act, 2017, and Rules of 2018
- Karnataka Shops & Commercial Establishment Act, 1961and Rules, 1963
- The Rights of Persons with Disabilities Act, 2016
- The Kannada Language Comprehensive Development Act, 2022
- The Digital Personal Data Protection Act, 2023, read with Digital Personal Data Protection Rules, 2025

(2) Environment Related Acts & Rules:

- The Environment Protection Act, 1986
- The Water (Prevention & Control of Pollution) Act, 1974
- The Air (Prevention & Control of Pollution) Act, 1981
- Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
- The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999

I have also examined the compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India with respect to the Meetings of the Board (SS-1) and General Meetings (SS-2).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. There were certain non-material observations made during the audit were suitably addressed by the Company.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditors as the case may be.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notices were given to all the directors of the Company relating to the schedule of the Meetings of the Board (including Meetings of its Committees), except where consent of the Directors was received for scheduling the meetings at a shorter notice. Agenda and detailed notes on agenda were also sent to all the directors of the Company at least seven days in advance, except where consent of Directors was

received for circulation of the Agenda and notes on Agenda at a shorter notice. The Company has a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Meetings of the Board of Directors and its Committees were carried out unanimously / by requisite majority, as recorded in the minutes of the respective meetings of the Board or its Committees, as the case may be.

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.

Vijayakrishna KT
Practising Company Secretary
FCS No.: 1788 C P No.: 980
UDIN: F001788G000225407
Peer Review Certificate No. 1883/2022

Place: Bangalore
Date: 27th April, 2026

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

'Annexure'

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under The Income Tax Act, The Central Excise Act, The Customs Act, The Goods and Services Tax Act.

4. Whereever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc. as applicable from time to time.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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.

Vijayakrishna KT
Company Secretary
FCS No.: 1788 C P No.: 980
UDIN: F001788G000225407
Peer Review Certificate No. 1883/2022

Place: Bangalore
Date: 27th April, 2026

ANNEXURE - II

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance is aimed at assisting the top Management of your Company in efficiently and ethically conducting its business, in meeting its obligations to Shareholders, Stakeholders, Government and the society at large.

The Company's business objective and that of its management and employees is to manufacture and market the Company's products, network solution and Real Estate development and offerings in such a way as to create value that can be sustained over the long term for consumers, Shareholders, employees, business partners and the national economy. The Company has initiated appropriate actions to pro-actively change its business model in line with the dynamic business scenario. This enables the Company to undertake the right actions in the right strategic directions.

The Company is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirement, the Company endeavors to ensure that highest standards of ethical and responsible conduct are met throughout the organization.

The Directors present the Report on Corporate Governance for the financial year ended March 31, 2026, in compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time("Listing Regulations").

Board of Directors:

Composition:

The present strength of the Board is 7 (Seven) Directors, comprising of one Executive Director, one Non-Executive Woman Director, One Non-Executive Director, Two Women Non-Executive-Independent Directors and Two Non-Executive-Independent Directors.

The Board is primarily responsible for the overall Management of the Company's business. The Company has an Executive Chairman and the number of Independent Directors is more than half of the total number of Directors.The profiles of the Directors are available on the website of the Company at https://www.mro-tek.com/About-Us.html#sec-095bl. The Company meets the requirement of Regulation 17(1) of the Listing Regulations read with Section 149 of the Companies Act, 2013 (the 'Act') in terms of the composition of its Board.

Pursuant to Regulation 17A of the Listing Regulations, none

- holds directorships in more than ten public companies.
- serves as Director or as independent director in more than seven listed entities; and
- who is the Executive Directors serves as Independent Directors in more than three listed entities.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026 has been received from the Directors.

Except Mr. Aniruddha B Mehta and Ms. Gauri A Mehta, none of the Directors is related inter-se.

As per the declarations received by the Company, none of the Directors is disqualified under the provisions of Section 164(2) of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014.

As required under Regulation 25(8) of the Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Company has obtained Directors and Officer's Insurance ("D and O Insurance") for all its Directors and Officers of such quantum and for such risks as determined by its Board of Directors.

Chairman and Managing Director is primarily responsible for:

a. Ensuring that the Board provides effective governance to the Company and in doing so presides over Meetings of the Board and Shareholders of the Company. Chairman takes a lead role in managing the Board and facilitating effective communication among Directors.

b. Corporate strategy, planning and other management matters.

   Chairman and Managing Director and the Senior Management Personnel are responsible for achieving annual business targets, acquisitions, new initiatives and investments make periodic presentations to the Board on their responsibilities and performance.

The Board Meetings are held generally at the Registered Office of the Company at Bangalore, India or through video conferencing post Covid. The agenda for each Board Meeting along with explanatory notes are circulated in advance to the Directors. The Board meets at least once a quarter with a gap of not more than 120 days between two Board Meetings to review the quarterly results and other items of agenda and also on the occasion of the Annual General Meeting of the Shareholders.

All Board meetings in FY 2025-26 were held through video conferencing.

The details of the appointment/ re-appointment and resignation/cessation of Non-Executive-Independent Directors/ Non- Executive Director, since the last Annual General Meeting is as follows:

Sl. No.	Name	Designation	Date of Appointment	Date of cessation
	NIL			

Board Meetings:

Board Meetings are scheduled as required under the Listing Regulations, the Act and the Rules made thereunder and as required under business exigencies. At every quarterly scheduled Meeting, the Board reviews recent developments, the regulatory compliance position and proposals for business growth that impact the Company's strategy.

During the financial year under review, the Board met 6(six) times on April 29, 2025; July 8, 2025; September 01, 2025; October 15, 2025; November 13, 2025 and January 20, 2026. The Company, as required by the regulations, convened at least one Board Meeting in a quarter and the maximum time gap between any two consecutive Meetings did not exceed 120 (one hundred and twenty) days as stipulated under the provisions of Section 173(1) of the Act and Regulation 17(2) of Listing Regulations and the Secretarial Standards issued by The Institute of Company Secretaries of India ("ICSI"). All material information was circulated to all the Directors before the Meeting or placed at the Meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the Listing Regulations. The necessary quorum was present for all the Meetings.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairpersonships/Memberships held by them in other Listed Companies as on March 31, 2026 are given herein below. For the purpose of determination of limit of the Board Committees, Chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.

Name	Names of the Listed Entities where the person is a Director and category of directorship
Mr. Aniruddha Bhanuprasad Mehta	Executive Director (Chairman and Managing Director)
Mr. Sudhir Kumar Hasija	Non-Executive Non-Independent Director
Mrs. Gauri Aniruddha Mehta	Non-Executive Non-Independent Director
Dr. Raghu Nambiar	Non-Executive Independent Director
Ms. Nicola Neeladri	Non-Executive Independent Director
Mr. H S Venkatesh	Non-Executive Independent Director
Mrs. Neela Manjunath, IAS(Retd)	Non-Executive Independent Director

- Mr. H S Venkatesh, was re-appointed as an Independent Director with effect from June 15, 2025 up to June 14, 2030.
- Ms. Nicola Neeladri, was re-appointed as an Independent Director with effect from June 15, 2025 up to June 14, 2030.

Name of Director	Position	No. of Board Meetings Attended during the financial year	Attendance at the previous AGM on 24.09.2025	No. of Director-ships held in Listed company (including this com-pany)	No. of member-ship / Chairman-ship in other Board Commi-ttees	Names of the listed entities where the person is a director and the category of director-ship
Executive Directors:						
Mr. Aniruddha Bhanuprasad Mehta	Chairman & Managing Director	6	Present	1	-	-
Non-Executive, Non-Independent Directors:						
Mrs. Gauri Aniruddha Mehta	Director	6	Present	1	-	-
Mr. Sudhir Kumar Hasija	Director	4	Present	1	-	-
Non-Executive, Independent Directors:						
Mr. H S Venkatesh	Director	6	Present	1	3	-
Mrs. Nicola Neeladri	Director	6	Present	2	5	Bal Pharma Limited – Indepen-dent Director
Mrs. Neela Manjunath	Director	6	Present	1	4	-
Dr. Raghu Nambiar	Director	6	Present	1	-	-

Notes:

1. None of the Directors is related to any Director or is a Member of an extended family except Mr. Aniruddha Bhanuprasad Mehta and Mrs. Gauri Aniruddha Mehta.
2. None of the employees of the Company is related to any of the Directors;
3. None of the Directors has any business relationship with the Company except Mr. Aniruddha Bhanuprasad Mehta.
4. None of the Directors has received any loans or advances from the Company during the financial year.
5. The above table excludes directorships in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

Compliances related to Board/Committee Meetings

The Company is in compliance with the provisions of the Listing Regulations pertaining to the intimation of a notice of a Board Meeting, publication of the notice and the results and outcome of the Meeting, etc. The Board periodically reviews the compliance reports of all laws applicable to the Company. The information is also made available to the investors on the website of the Company at http://www.mro-tek.com/,

a) Matrix setting out key Board qualifications, skills, expertise and attributes

The Nomination and Remuneration Committee ("NRC") along with the Board, identifies the right candidate with the right qualities, skills and experience required for an individual Member to possess and also the Board as a whole. The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. In addition to the above, in case of the appointment of Independent Directors, the Committee shall satisfy itself with regard to the independence of the Directors to enable the Board to discharge its functions and duties effectively.

In compliance with the Listing Regulations, the Board of Directors of the Company has identified the list of core skills / expertise / competencies of the Board of Directors in the context of the Company's business and its sector for effective functioning, which are currently available with the Board:

1.	Finance and Accounts	Leadership experience in handling financial management and risk management of large organizations. Experience in foreign exchange management.
2.	Wide management and leadership experience	Strong management and leadership experience including in areas of business development, strategic planning, mergers and acquisitions.
3.	Information Technology	Expertise or experience in information technology business, technology consulting and operations, emerging areas of technology such as digital, artificial intelligence, cloud and cyber security, intellectual property in information technology domain and knowledge of technology trends.
4.	Regulatory Compliance, Governance and Stakeholders Management	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.
5.	Functional and managerial Experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, and risk management.
6.	Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture. A varied mix of strategic perspectives, and geographical focus with knowledge and understanding of key geographies.

b) Below is the list of core skills, expertise and competencies of the individual Directors:

Name of the Director	Skills/expertise/Competencies					
	Finance and Accounts	Wide management and leadership experience	Information Technology	Regulatory Compliance, Governance and Stakeholders Management	Functional and managerial experience	Diversity
Mr. Aniruddha B Mehta, CMD	✔	✔	✔	✔	✔	✔
Mrs. Gauri A Mehta, Non-Executive Director	✔	✔	✔	✔	✔	✔
Mr. H S Venkatesh, Independent Director	✔	✔	✔	✔	✔	✔
Mr. Sudhir Kumar Hasija, Non Executive Director	✔	✔	✔	✔	✔	✔
Dr. Raghu Nambiar, Independent Director	✔	✔	✔	✔	✔	✔
Mrs. Nicola Neeladri, Independent Director	✔	✔	✔	✔	✔	✔
Mrs. Neela Majunath Independent Director	✔	✔	✔	✔	✔	✔

c) Confirmation on fulfilling the criteria of Independence by an Independent Director

All Independent Directors have furnished declarations that they meet the criteria of Independence as laid down under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Pursuant to a Notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all the Directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the Directors in this regard.

d) Limit on number of Directorships by Independent Director

The number of companies in which each independent Director of the Company holds office as an Independent Director is within the limits prescribed under Regulation 25 of the Listing Regulations.

e) Maximum tenure of Independent Director

None of the Independent Directors has exceeded the tenure prescribed under Regulation 25 of the Listing Regulations and Section 149(10) of the Act.

f) Performance evaluation of Independent Director

The Nomination and Remuneration Committee has laid down criteria for performance evaluation of Independent Directors which are furnished below:

(a) Attendance at Board Meetings and Board Committee Meetings;
(b) Chairpersonship of the Board and Board Committees;
(c) Contribution and deployment of knowledge and expertise at the Board and Committee meetings; and
(d) Guidance and support provided to Senior Management of the Company.

Audit Committee:

A qualified and independent Audit Committee of the Board has been exercising its powers and responsibilities judiciously. The Committee has three experienced and learned Members including the Chairman of the Committee and all are Independent Directors except Mrs. Gauri Aniruddha Mehta who is a Non-Executive – Non-Independent Director. Mr. H S Venkatesh was appointed as Chairman of the Audit Committee with effect from 15th June, 2020. Other Members are Mrs. Neela Manjunath and Mrs. Gauri Aniruddha Mehta.

The roles and terms of reference to the Audit Committee covers the areas mentioned under the Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and under Section 177 of Companies Act, 2013. From time to time, other terms may be referred by the Board of Directors.

- The Company's Accounting, Financial Controls and reporting processes– quarterly and annual.
- Accounting & financial policies and practices
- Internal Control and Internal Audit Systems
- Compliance with Company's Policies and applicable Laws and Regulations
- To recommend to the Board, regarding the appointment / re-appointment of Statutory, Internal and Cost Auditors and the remuneration payable to them
- Accounting of ESOP Costs in accordance with SEBI guidelines
- Allotment of options under ESOP and Buyback proposal
- Ensure compliance of all mandatory requirements

The Audit Committee also reviews with the Management and the Auditors on any specific matters relating to suspected fraud or irregularity or failure of Internal Control Systems of material nature and report the same to the Board.

The Committee also holds pre and post-audit discussion with the Statutory Auditors about the nature and scope of audit and audit observations/areas of concern/reasons for defaults, if any. In addition, the Committee annually reviews the performance of the Internal Auditors and Statutory Auditors, their appointment/ removal/terms of remuneration, the functioning of the Whistle Blower Mechanism, Management discussions and analysis of financial conditions and results of operations, statement of the significant Related Party transactions as submitted by Management, reports on internal control

weaknesses, if any. It is the prerogative of the Committee to invite Executives and Auditors of the Company to be present at the Meetings to provide additional inputs/clarifications on the subject being discussed by the Committee.

The Chairman of the Committee was present at 41st Annual General Meeting of the Company to answer queries of the Shareholders.

During the financial year, the Committee met 5 (five) times on April 29, 2025, July 8, 2025, September 1, 2025, October 15, 2025 and January 20, 2026. The Maximum interval between any two Meetings did not exceed 120 days as prescribed under the provisions of the Companies Act, 2013 and Regulations 18 of the Listing Regulations as amended from time to time.

The particulars of Members of the Committee and number of Meetings attended during the tenure of Directors are mentioned hereunder:

Name of Directors	Designation	No. of Meetings Attended
Mr. H S Venkatesh	Chairman	5
Mrs. Gauri Aniruddha Mehta	Member	5
Mrs. Neela Manjunath	Member	5

Nomination and Remuneration Committee:

Nomination and Remuneration Committee was constituted as per the provisions of the Companies Act, 2013. The Committee has three experienced and learned Members including the Chairman of the Committee and all are Independent Directors except Mrs. Gauri Aniruddha Mehta who is a Non-Executive–Non-Independent Director. The Committee comprises of Mrs. Neela Manjunath as Chairperson, Ms. Nicola Neeladri and Mrs. Gauri Aniruddha Mehta as Members of the Committee.

The Board has authorized the Committee to execute roles and responsibilities in terms of the provisions of the Companies Act and Rules made thereunder and also with those set out in SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Policy of the Company, duly approved by the Board, covers the criteria for determining qualifications, positive attributes and independence of a Director, evaluation of Independent Directors and the Board, authorization to identify persons who are qualified to become Directors, Senior Management, recommending to the Board their appointment/removal and also the Remuneration Policy. The Nomination and Remuneration Policy of the Company is available on the website of the Company at https://www.mro-tek.com/files/Nomination_and_Remuneration_Policy.pdf

The Nomination and Remuneration Policy, *inter-alia,* includes:

i) Laying down the criteria which shall form the basis for enabling the Nomination and Remuneration Committee to identify persons who are qualified to become Directors of the Company, including Board Diversity.

ii) Laying down the criteria which shall form the basis for enabling the Nomination and Remuneration Committee to identify the persons who may be appointed in Senior Management of the Company.

iii) Formulation of criteria for determining qualifications, positive attributes and independence of a Director.

iv) Evaluation of every Director's performance by the Nomination and Remuneration Committee.

v) Remuneration for the Directors, Key Managerial Personnel and other employees of the Company.

The performance evaluation criteria for Independent Directors include, inter alia, their preparedness and participation in Board and Committee meetings, quality of contribution to deliberations and strategic

decision-making, understanding of the Company's business, industry, regulatory and governance framework, initiatives taken towards the Company's growth and compliance, awareness of developments in financial reporting and the industry, effective follow-up on matters raised during meetings, attendance at meetings, and continued fulfilment of the criteria of independence from the management. The process of performance evaluation is based on the evaluation forms, which include a rating mechanism.

Details of the remuneration to the Directors are detailed in the relevant schedules forming a part of the Annual Accounts for the financial year ended 31st March, 2026. No stock options were granted/allotted under Employee Stock Option Scheme (ESOS), to any of the Directors.

During the financial year, the Committee met two (2) times on September 1, 2025 and January 20, 2026.

Name of Directors	Designation	No. of Meetings Attended
Mrs. Neela Manjunath	Chairperson	2
Mrs. Gauri Aniruddha Mehta	Member	2
Mrs. Nicola Neeladri	Member	2

Disclosures with respect to remuneration of Directors in terms of Schedule V-C (5) of the Listing Regulations

i) All elements of remuneration package of individual Directors are summarized under the major groups, such as salary, benefits, bonuses etc. for particulars of remuneration of the Managing Director, you may please refer extract of Annual Report to the Board's Report.

ii) Service contracts, notice period, severance fee: Not applicable.

iii) Stock Option details, if any and whether issued at a discount as well as period over which accrued and over which exercisable: Not applicable.

For the financial Year 2025-26 (In Rupees)

Name of the Directors	Sitting Fee	Salaries	Provident Fund & Superannuation	Total
Mr. Aniruddha Bhanuprasad Mehta	NIL	2,00,00,000	-	2,00,00,000
Mrs. Gauri Aniruddha Mehta	1,02,000	NIL	NIL	1,02,000
Mr. H S Venkatesh	1,00,000	NIL	NIL	1,00,000
Ms. Nicola Neeladri	72,000	NIL	NIL	72,000
Mr. Sudhir Kumar Hasija	40,000	NIL	NIL	40,000
Mr. Raghu Nambiar	50,000	NIL	NIL	50,000
Mrs. Neela Manjunath	1,02,000	NIL	NIL	1,02,000

Stakeholders' Relationship Committee:

In compliance with the provisions of Section 178(5) of the Companies Act, 2013 and the Listing Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee. The Stakeholders' Relationship Committee considers and approves the Share Transfers, transmissions, transposition of name, issues split/duplicate certificates, ratify confirmations made to the demat requests received by the Company and reviews the status report on redressal of Shareholders' complaints received by the Company/ Share Transfer Agents.

The Committee comprises of Mrs. Neela Manjunath, Chairperson of the Committee, Mrs. Gauri Aniruddha Mehta and Mr. H S Venkatesh as Membersof the Committee. Further, except Mrs. Gauri Aniruddha Mehta all the others are Independent and Non-Executive Directors.

During the financial year, the Committee met 1 (one) time on January 20, 2026 with the following details:

Name of Directors	Designation	No. of Meetings Attended
Mrs. Neela Manjunath	Chairperson	1
Mrs.Gauri Aniruddha Mehta	Member	1
Mr. H S Venkatesh	Member	1

Reconciliation of the Share Capital is obtained for every quarter by a Practising Company Secretary as per the Listing Regulations and the same is filed with the Stock Exchanges.

1. Pursuant to Schedule V- C (6) of the Listing Regulations:

Sl. No.	Particulars	Details
1	(a) all pecuniary relationship or transactions of the non-executive Directors vis-à-vis the listed entity;	NIL
2	(b) criteria of making payments to non-executive directors' details are disseminated on the Company's website. Link given here.	https://www.mro-tek.com/files/Criteria_of_making_Payments_to_the_Non_Executive_Directors.pdf
3	(c) disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:	
	(i) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;	As per Annual Return - https://www.mro-tek.com/pdf/Form_MGT_7_2024_Signed.pdf
	(ii) details of fixed component and performance linked incentives, along with the performance criteria;	As per Annual Return - https://www.mro-tek.com/pdf/Form_MGT_7_2024_Signed.pdf
	(iii) service contracts, notice period, severance fees;	NA
	(iv) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	NA

- Name and designation of compliance officer: Mr. Prashanth S, Company Secretary and Compliance Officer

Information on Investors' Complaints for the financial year ended 31st March, 2026:

Brought Forward	Received afresh	Disposed	Carried-over
NIL	0	0	NIL

Corporate Social Responsibility (CSR) Committee:

In compliance with the provisions of Section 135 of the Companies Act, 2013, your Company has constituted the Corporate Social Responsibility (CSR) Committee. Mrs. Gauri Aniruddha Mehta is Chairperson and other members are Mrs. Neela Manjunath and Mrs. Nicola Neeladri.

Name of Directors	Designation
Mrs. Gauri Aniruddha Mehta	Chairperson
Mrs. Neela Manjunath	Member
Ms. Nicola Neeladri	Member

The CSR Policy is disseminated on the website of the Company at https://www.mro-tek.com/files/CSRPolicy.pdf

Strategic and Investment (SAIC) Committee:

During the year, the Board constituted the Strategic and Investment Committee (SAIC) to assist the Board in the oversight of the Company's strategic and financial matters and to facilitate timely decision-making within the framework of powers delegated by the Board.

The Committee is responsible for considering and approving, within the authority delegated by the Board, matters relating to borrowings, funding arrangements, investments, acquisition opportunities, joint ventures, strategic alliances, granting of loans, issuance of guarantees, creation of security, and other strategic initiatives. The Committee also oversees the evaluation of investment opportunities, due diligence processes, and the implementation and monitoring of approved strategic transactions, in accordance with applicable laws and the Company's governance framework.

The Committee comprises of Mrs. Aniruddha Mehta, Chairperson of the Committee, Mrs. Gauri Mehta and Mr. H S Venkatesh as Members of the Committee.

Names of Members	Designation	No. of Meetings Attended
Mr. Aniruddha Mehta	Chairperson	1
Mrs. Gauri Aniruddha Mehta	Member	0
Mr. H S Venkatesh	Member	1

Meeting of Independent Directors:

The Independent Directors of the Company had met once during the financial year on January 20, 2026 at the Registered Office of the Company to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Company has issued formal letters of appointment to the Independent Directors and the terms and conditions of appointment have been disclosed on the website of the Company. Also, the evaluation criteria for performance evaluation of Independent Directors wherein their preparation, deliberations, effective participation, skills and knowledge to discharge their duties as Independent Director, etc. are rated by all the Directors (excluding the Director being evaluated).

The Company also during the financial year, conducted Familiarization programme(s) for Independent Directors of the Company and the details of such familiarization programmers are disseminated on the website of the Company at https://www.mro-tek.com/pdf/Familiarization_Programme_2025_26.pdf

Declaration by the Independent Directors:

Independent Directors play a key role in the decision-making process of the Board. They are committed to act in what they believe are in the best interests of the Company and oversee the performance of the Management periodically.

The Company and its Board benefit immensely from the in-depth knowledge, experience and expertise of its Independent Directors in achieving its desired level of business performance and good corporate governance.

None of the Independent Directors is Promoters of the Company or its Holding, Subsidiary or Associate Company nor are they related to each other. None of the Independent Directors is related to Promoters of the Company or others referred to above. The Independent Directors, apart from receiving the sitting fees, had no material pecuniary relationship with the Company/Associates/Promoters/Directors during the two immediately preceding financial years/the current financial year.

They are independent of Management and free from any business or pecuniary relationship or transaction with the Company or Associates or Directors or such other relationships which could materially interfere with the exercise of their independent judgement.

The Independent Directors have given a declaration to the Company confirming adherence to the Code of Conduct/criteria of independence, directorship etc. pursuant to the Regulations 25 and 26 of SEBI (LODR) Regulations, 2015 and provisions of Section 149(6) of the Companies Act, 2013 read with Schedule IV of the said Act.

Code of Conduct:

The Company has framed and adopted Code of Conduct for its Directors and senior Management Personnel, duly approved by the Board. During the financial year under review, all the Directors and Senior Management Personnel have affirmed compliance with the provisions of the said Code. A declaration from the Managing Director/CEO of the Company in terms of Regulation 34(3) read with Schedule V of the Listing Regulations, as amended from time to time is placed as an annexure to the Board's Report. The above annual affirmations were placed before the Board for Information.

In terms of the Code of Conduct of Independent Directors pursuant to Schedule IV of the Companies Act, 2013, the Board has adopted the said Code and all the Independent Directors have affirmed that they abide by the said Code and disseminated on the website of the Company at https://www.mro-tek.com/files/Code_of_Conduct_MRO-TEK.pdf

Risk Management:

Periodic assessments to identify the risk areas are carried out and Management is briefed on the risks in advance to enable the Company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the

actions taken to manage them. The Company has formulated a Policy for Risk Management with the following objectives:

- Provide an overview of the principles of Risk Management
- Explain approach adopted by the Company for Risk Management
- Define the organizational structure for effective Risk Management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets. The Policy is displayed on the website of the Company at https://www.mro-tek.com/pdf/MRO-TEK-Risk_Management_Policy.pdf.

Related Party Transactions:

The Company has a Policy in place on the Related Party Transactions. The Policy defines clearly the transactions which require approval from Audit Committee, the Board of Directors and Members at the Annual General Meeting, provision for prior approval, periodical review, omnibus approval, transactions in the ordinary course of business or otherwise, transactions within arm's length basis or otherwise, materiality of the transactions as defined under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), as applicable and threshold limits as defined and in conformity with the provisions of the Companies Act, 2013, the related rules and the requirements under said Regulations.

The disclosure in compliance with the Accounting Standards on 'Related Party Disclosures' as required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are disclosed by the Company in the notes forming part of the Financial Statements (Note no. II (h) of the Annual Report) and the particulars of such contracts/ arrangements are provided as an annexure to the Board's Report.

The Company's Related Party Transactions Policy is placed on the website of the Company at https://www.mro-tek.com/files/Related_Party_Transaction_10_July_2026.pdf

.**Details of Non-Compliance, if any:**

During the financial year, there was no instance of non-compliance under the provisions of the Companies Act, 2013 and other applicable laws.

Details of establishment of Vigil Mechanism/ Whistle Blower Policy:

The Company has established a Whistle Blower Policy/ Vigil Mechanism for the Directors, Employees and other Stakeholders to enable them to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Under this mechanism, the improper practice, if any, in the Company, can be directly reported to the Audit Committee. A communication in that regard has been sent to all the employees of the Company and reiterated during the Branch Managers' Conference, Training Programs and by Circulars. The Company affirms that the mechanism provides adequate safeguards against victimization of Director(s)/employee(s) who use the mechanism, and provide for direct access to the Chairman of the Audit Committee and also affirms that no personnel have been denied access to the Audit Committee.

The details of establishment of the mechanism have been placed by the Company on its website at https://www.mro-tek.com/files/Whistle_Blower_Policy.pdf

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sl. No.	Particular	No of Complaints
A.	Number of complaints filed during the financial year	NIL
B.	Number of complaints disposed of during the financial year	NIL
C.	Number of complaints pending as on end of the financial year	NIL

Total fees for all services paid by the Company and its Subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part;

Total Number of Subsidiary or Associate Company - 1

Total fees for all services paid by the Company to Statutory Auditors: Rs. 11.50 Lakhs.

Weblink Policy on policy determining material subsidiary is disclosed:

https://www.mro-tek.com/files/PolicyforDeterminingMaterialSubsidiaries.pdf

Disclosure of commodity price risks and commodity hedging activities:

The disclosures as required under SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018 are not applicable to the Company.

Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested:

During the FY 2025-26, by the Company and its subsidiaries has not granted loans or advances to firms/companies in which the Directors are interested.

1. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares insuspense account lying at the beginning of the year	Nil	NA
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Nil	NA
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	NA
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	NA

Details of compliance with requirements:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 on voluntary basis and all the applicable clauses of Regulation 46(2) of the Listing Regulations.

This Corporate Governance Report of the Company for the financial year 2024-25 or as on March 31, 2025 is in compliance with the requirements of Corporate Governance under the Listing Agreement with BSE Limited and National Stock Exchange of India or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Discretionary requirements:

Your Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:

a) Chairman and Managing Director or Chief Executive Officer:

Chairman of the Company is also Managing Director. Except the Chairman all other Board Members are Non-Executive Directors.

b) Modified Opinion(s) in Audit Report:

The Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended March 31, 2024 and there are no qualifications in the Audit Report.

c) Reporting of Internal Auditor:

The Internal Auditors report directly to the Audit Committee and attend the Audit Committee meetings held every quarter and present their report.

Senior management:

Particulars of senior management including the changes therein since the close of the previous financial year

- Mr. CS Krishnadas was appointed as Chief Executive Officer with effect from September 01, 2025.
- Mrs. Khushali Mehta was appointed as Vice President – Strategy, with effect from September 01, 2025.
- Mr. H S Venkatesh, was re-appointed as an Independent Director with effect from June 15, 2025 up to June 14, 2030.
- Ms. Nicola Neeladri, was re-appointed as an Independent Director with effect from June 15, 2025 up to June 14, 2030.

Accounting Treatment:

The Financial Statements of the Company is prepared as per The Indian Accounting Standards (Ind AS), as notified under section 133 of the Companies Act, 2013 and reflect true and far view of the business transactions in the Corporate Governance.

Declaration under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018:

All the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India /the Ministry of Corporate Affairs or any such statutory authority.

The Company has obtained a Certificate from Mr. Vijayakrishna K.T. Practising Company Secretary, Bengaluru to this effect.

General Body Meetings:

Location and time of previous three Annual General Meetings are as follows:

Year	Location	Date	Time
2022-23	Through video Conferencing/ Other Audio –Visual Means ("OAVM")	September 07,2023	11:30 AM
2023-24	Through video Conferencing/ Other Audio –Visual Means ("OAVM")	August 09, 2024	11:30 AM
2025-26	Through video Conferencing/ Other Audio –Visual Means ("OAVM")	September 24, 2025	12:30 PM

SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS:

Year	Special Resolutions
2022	1 - To Approve and authorize the Board of Directors to obtain loans or borrow funds up to anaggregate amount of Rs. 130.00 crores
2023	NIL
2024	NIL

Postal Ballot:

Following are the Resolutions passed during the year through Postal Ballot:

Year	Special Resolutions
2023	NIL
2024	1- To consider and approve change of name of the Company from MRO-TEK Realty Limited to Umiya Buildcon Limited and alteration of name clause in the Memorandum of Association and Articles of Association of the Company. 2- To consider and increase the Borrowing Powers of the Board of Directors of the Company. 3- To consider and increase the limit of related party transactions. 4- To approve revision in overall remuneration of Mr. Aniruddha Bhanuprasad Mehta (DIN: 00720504), Chairman and Managing Director of the Company. 5- To approve reappointment of Mr. H S Venkatesh as an Independent Director of the Company. 6- To approve reappointment of Ms. Nicola Neeladri as an Independent Director of the Company. 7- To consider and recommend the appointment of Dr. Raghu Nambiar, as an Independent Director of the Company. The Postal Ballot process was conducted through remote e-voting in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable circulars issued by the Ministry of Corporate Affairs. Mr. Vijayakrishna KT, Practising Company Secretary, was appointed as the Scrutinizer to conduct the Postal Ballot process. The Notice of Postal Ballot along with the Explanatory Statement, e-voting instructions and the results are available on the website of the Company athttps://www.mro-tek.com/pdf/Postal_ballot_Notice_SE_Final.pdf
2025	NIL

Disclosures:

Transactions with Related Parties are disclosed in Note no. 35.2 Notes to Accounts(Standalone) in the Annual Report.

The Register of Contracts containing the transactions, in which Directors are interested, is regularly placed before the Board for its ratification and approval.

During the previous three years or in any of the earlier years, except for a notice received from the Stock Exchanges dated September 14, 2023, pertaining to non-compliance with Regulation 29 of the SEBI (LODR) Regulations, 2015 for the month ended August 31, 2023, pursuant to which a fine was duly paid, there have been no strictures or penalties imposed by SEBI, the Stock Exchanges, or any other Statutory Authorities for non-compliance of any matter related to the capital markets.

The Company's personnel have access to the Audit Committee to refer any matter/s regarding concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

Means of Communication :

I	Quarterly Results	Published in National and local dailies such as Financial Express (English) & Udayakala (Kannada) and in official websites of National Stock Exchange of India Limited (NSE) (www.nseindia.com) and BSE Limited (BSE) (www.bseindia.com)
II	Publications in News Papers	Published in National and local dailies i.e., Financial Express (English) & Udayakala (Kannada)
III	Publications in Websites	www.mro-tek.com
IV	Displaying of official news releases	www.mro-tek.com and official websites of NSE and BSE
V	Presentations to Institutional Investors or analysts	NA

SHAREHOLDER INFORMATION:

a) Date, time and venue of the Annual General Meeting of the Shareholders:

Date	Time	Mode
13.08.2026	11:30AM (IST)	Video Conferencing ("VC") / Other Audio-Visual Means("OAVM")

b) Particulars of Financial Calendar for the financial year 2024-25.

Financial Year	1st April, 2024 to 31st March, 2025
First, Second and Third Quarterly Results	Within 45 days of end of each quarter
Fourth Quarter & Financial Year Results	within Sixty days of end of the financial year

c) Dates of Book Closure: August 07, 2026 to August 13, 2026 (Both the days inclusive)

d) Listing on Stock Exchanges:

- National Stock Exchange of India Limited (NSE), BSE Limited (BSE).
- Annual listing fee has been remitted for NSE and BSE for the financial year 2025-26.
- Annual custody fee has been remitted for NSDL and CDSL for the financial year 2025-26.

e) Stock Exchange Codes

Stock Exchange	Code
National Stock Exchange Limited, Mumbai	UMIYA-MRO
BSE Limited, Mumbai	532376

f) Share Transfer System:

Pursuant to SEBI Regulations, share transfers will be processed in both under Dematerialized and physical form.

As reported hereinabove under "Stakeholders' Relationship Committee", Share transfers, in respect of physical stocks, are normally affected within a maximum of 15 days from the date of receipt, if all required documentation is submitted.

j) Distribution of Shareholding as on 31st March, 2026:

Sl. No.	Description	No. of holders	% To holders	No. of Shares	% To Equity
1	1-5000	10689	93.8784	1695144	9.07
2	5001- 10000	340	2.9861	517941	2.77
3	10001- 20000	154	1.3525	457347	2.45
4	20001- 30000	75	0.6587	382761	2.05
5	30001- 40000	33	0.2898	232618	1.24
6	40001- 50000	25	0.2196	238378	1.28
7	50001-100000	30	0.2635	441829	2.36
8	100001 & above	40	0.3513	14718584	78.78
	Total	11386	100	18684602	100

k) Categories of Shareholding as on 31st March, 2026:

Category	No. of Share-holders	Total Shares	%	Equity Share Pledged	
				No	%
RESIDENT INDIVIDUALS	11134	4892231	26.1832	NIL	NIL
PROMOTERS BODIES CORPORATE	1	7146666	38.249	N/A	N/A
PROMOTERS	2	5001539	26.7682	N/A	N/A
BODIES CORPORATES	97	1197629	6.4097	N/A	N/A
H U F	228	202590	1.0843		
I E P F	1	82998	0.4399	N/A	N/A
NON-RESIDENT INDIANS	130	160456	0.86	N/A	N/A
CLEARING MEMBERS	1	1000	0.0054	N/A	N/A
FOREIGN PORTFOLIO - CORP	1	293	0.0016	N/A	N/A
Total	11597	18684602	100		

k) Dematerialization of Shares and Liquidity:

Category – Demat/Physical	No. of Shareholders	%	No. of Shares	%
Total no. of Shareholders holding Shares physically	197	0.19	34184	0.19
Total No. of Shareholders in electronic (Demat) form	11,400	99.81	1,86,50,418	99.81
Total	**11,523**	**100.00**	**1,86,84,602**	**100.00**

m) Non-Executive Directors shareholding in the Company:

Mrs. Gauri Aniruddha Mehta holds 7,86,562Equity Shares in the Company (i.e. 4.21%) and except her none of the other Directors viz. Mr. Sudhir Kumar Hasija, Dr. Raghu Nambiar, Ms. Nicola Neeladri, Mrs. Neela Manjunath and Mr. H S Venkatesh hold any Shares of your Company**.**

n) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

o) Plant Location:

No. 247/39/9, Bharat Plaza, 3rd Floor, Konnappana Agrahara Village, Begur Hobli, Bangalore -560100 India
Tel: (91) (80) 29913257

p) Address for Investor Correspondence (all matters):

Umiya Buildcon Limited
(Formerly MRO-TEK Realty Limited)
#6, New BEL Road, Chikkamaranahalli,Bangalore - 560054, Karnataka- India
Tel : (91) (80) 29911217
E-mail :cs@mro-tek.com
grd@mro-tek.com

q) Registrars & Share Transfer Agents:

KFin Technologies Limited
301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai - 400070, Maharashtra, India
Phone no: 022-4617 0911.
E-mail: einward.ris@karvy.com

For and on behalf of Board of Directors of
Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Place: Bengaluru
Date: 27-04-2026

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN: 00720504
Address: # 06, New BEL Road,
Chikkamaranahalli, Bangalore- 560054

CEO & CFO CERTIFICATION

We have reviewed financial statements and the Cash Flow Statement for the financial year ended March 31, 2026 and certify, to the best of our knowledge and belief, that:

i. these statements present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations;

ii. these statements do not contain any materially untrue statement, or omit any material fact, or contain statements that might be misleading;

iii. no transactions entered into by the Company during the year were fraudulent, illegal or violative of the Company's code of conduct and no instances of fraud took place;

iv. we accept responsibility for establishing and maintaining internal controls for financial reporting;

v. we have evaluated the effectiveness of the internal control systems of the Company, and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken steps to rectify the same, wherever found;

vi. significant changes in internal control over financial reporting, as well as changes in accounting policies, if any, have been intimated to the auditors and the Audit Committee, and been disclosed in the notes to the financial statements;

Place: Bangalore	**Aniruddha Bhanuprasad Mehta**	**V. Vanniarajan**
Date: 27-04-2026	**Chairman and Managing Director**	**Chief Financial Officer**

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirement of Regulation 26(3) read with Schedule V Para D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Code of Conduct of the Company has been displayed at the Company's website at http://www.mro-tek.com/files/Code_of_Conduct_MRO-TEK.pdf. . All the Members of the Board and the Senior Management Personnel had affirmed compliance with the Code for the financial year ended March 31, 2026.

Place: Bangalore
Date: 27-04-2026

Aniruddha Bhanuprasad Mehta
Chairman and Managing Director
DIN: 00720504

ANNEXURE – IV

DETAILS OF RATIO OF REMUNERATION OF DIRECTOR

(Pursuant to the provisions of Section 197 (12) read Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014)

A. The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each Directors and KMP to the median remuneration of the Employees of the Company for the financial year;	**Name of Directors** — **Ratio** Mr. Aniruddha Bhanuprasad Mehta 47.48:1 Mr. Sudhir Kumar Hasija 0.09:1 Ms. Nicola Neeladri 0.17:1 Mrs. Gauri Aniruddha Mehta 0.29:1 Mr. H S Venkatesh 0.28:1 Mr. Raghu Nambiar 0.14:1 Mrs. Neela Manjunath 0.29:1 **Name of KMP** Mr. Aniruddha Bhanuprasd Mehta (CMD) 47.48:1 Mr. V. Vanniarajan (CFO) 3.33:1 Mr. Prashanth S (CS) 1.77:1 Mr. Krishna Das CS (CEO) 12.44:1
(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. V. Vanniarajan (CFO) 10% Mr. Prashanth S (CS) 10% Mr. Krishna Das CS (CEO) 8%
(iii) The percentage increase/decrease in the median remuneration of employees in the financial year;	14% *
(iv) The number of permanent employees on the rolls of the Company as on 31st March, 2026;	89
(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the 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;	There were no exceptional circumstances for the increase in managerial remuneration.
(vi) The key parameters for any variable component of remuneration availed by the Directors;	Not Applicable
(vii) Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

* During the year under review number of permanent employees on roll are 89

** Median Remuneration for the year ended 31st March, 2026 is Rs. 4,21,232 (Rupees Four lakhs Twenty one thousand Two hundred and thirty two only) per annum.

For and on behalf of Board of Directors
UMIYA BUILDCON LIMITED
(Formerly known as MRO-TEK Realty Limited)
Aniruddha Bhanuprasad Mehta
Chairman and Managing Director
DIN: 00720504

Date: 27-04-2026
Place : Bangalore

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To
The Members
UMIYA BUILDCON LIMITED
(Formerly known as MRO-TEK Realty Limited)
No.6, New BEL Road, Chikkamaranahalli,
Bengaluru - 560054
Karnataka, India

I have examined the compliance of the conditions of Corporate Governance by UmiyaBuildcon Limitedfor the year ended 31stMarch, 2026, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Vijayakrishna K T
Practising Company Secretary
FCS-1788
CP-980
UDIN: F001788H000204859
Peer Review Certificate No. 1883/2022

Place : Bangalore
Date: 27th April, 2026

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
Umiya Buildcon Limited
(Formerly known as MRO-Tek Realty Limited)
No.6, New BEL Road
Chikkamaranahalli,
Bangalore -560054

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Umiya Buildcon Limited having CIN L28112KA1984PLC005873 and having registered office at No. 6, New BEL Road, Chikkamaranahalli, Bangalore -560054 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

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 & 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 31 st March, 2026 has 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 except reason.

Sl. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Aniruddha Bhanuprasad Mehta	00720504	08.08.2016
2.	Mrs. Gauri Aniruddha Mehta	00720443	08.08.2016
3.	Mr. Sudhir Kumar Hasija	00157168	13.08.2021
4.	Dr. Raghu Nambiar	07325471	14.01.2025
5.	Mr. H S Venkatesh	01776040	15.06.2025
6.	Mrs. Nicola Neeladri	01997936	15.06.2025
7.	Mrs. Neela Manjunath (IAS) (Retd)	06981005	30.09.2021

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.

Vijayakrishna K T
Practising Company Secretary
FCS-1788
CP-980
UDIN: F001788H000205024
Peer Review Certificate No. 1883/2022

Place : Bangalore
Date: 27h April, 2026

Independent Auditor's Report

To the Members of UMIYA BUILDCON LIMITED
(Formerly known as MRO-TEK Realty Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Umiya Buildcon Limited (Formerly Known as MRO-TEK Realty Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the " Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 rules made thereunder 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 (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone 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 standalone 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone 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 standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Inventory Management**	
	We refer to standalone financial statements' note no 2.11 accounting policy and note no 9 disclosure on inventories. At the balance sheet date, the value of inventory is to Rs. 1770.64 lakhs representing 6.70% of total assets. Inventories were considered as key audit matter due to size of the balance and because inventory valuation involves management judgement. According to standalone financial statements' inventories are valued at lower of cost or net realisable value.	***Audit Procedures*** Our audit approach consisted testing of the design and operating effectiveness of the internal controls as follows: • Accessing the compliance of Company's accounting policy over inventory with applicable standards. • Evaluated the design of internal controls relating to assessing the inventory management and valuation process and practices. • Selected samples and tested the operating effectiveness of the key control. • Assessing the analyses and assessment made by management with respect to slow and obsolete stock. • We have assessed the adequacy of the Company's disclosures related to inventories.
2.	**Trade Receivable**	
	Trade Receivables are significant to the Company's standalone financial statements. The Collectability of trade receivables is a key element of the company s working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business and the requirements of customers, various contract terms are in place, there is a risk that the carrying values may not reflective of their recoverable amounts as at the reporting date, which would require an impairment provision. Where there are indicators of impairment, the company undertakes assessment of the recoverability of the amounts. Given the magnitude and inherent uncertainty involved in the judgement, involved in estimating impairment assessment of trade receivables, we have identified this as a key audit matter.	***Audit Procedures*** Our audit procedures are follows: · • The assessment of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. • Assessing the impact of impairment on trade receivables requires judgement and we evaluated management s assumptions in determining the provision for impairment of trade receivables, by analysing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable. • We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. • We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

Responsibilities of Management and Those Charged with Governance for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India,specified under Section 133 of the Act read with the rules made thereunder. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Charged with Governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertaintyexists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Government of India – Ministry of Corporate Affairs, in terms of sub-section (11) of section 143 of the Act, we enclose in

the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

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

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

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for certain matters in respect of audit trail as stated in the paragraph 2(h)(vi) below.

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

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on recordby the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed asa director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

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

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

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

i) the Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements –Refer Note 38 to the standalone financial statements.

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

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

iv) a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the standalone financial statements, 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; and

c) In our opinion and based on the audit procedures we have 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 (a) and (b) above, contain any material misstatement.

v) The Company has not proposed any divided during the financial nor in previous year. Accordingly reporting under Rule 11(f) of the Companies (Audit and Auditors) Rules 2014 not applicable to the Company.

vi) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account. The said software systems have a feature of recording audit trail (edit log) facility. The audit trail feature has operated throughout the year for all relevant transactions recorded in the software, except that the feature enabling display of the original and updated voucher (i.e., the before and after view of changes made) was not enabled for the entire period under audit and was enabled only during a part of the year.

During the course of our audit, we did not come across any instance of the audit trail feature being tampered with. Further, the audit trail has been preserved by the Company in accordance with the statutory requirements for record retention as prescribed under the Companies Act, 2013 and the rules made thereunder.

For K S Aiyar & Co
Chartered Accountants
ICAI Firm's Registration No.100186W

Deepak Kamath
Partner
Membership No.218292
UDIN: 26218292BGIVOX1994

Place: Bengaluru
Date: 27th April, 2026

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited) of even date)

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

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

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

(b) The Company has done of physical verification of Property, Plant and Equipment, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on the examination of the registered sale deed provided to us, we report that, the title deeds, of all the immovable properties of land and buildings, (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and investment properties are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for borrowings are held 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. Accordingly, provisions of clause 3(i)(d) are not applicable.

(e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) During the year, the Company has been sanctioned working capital limits in excess of Rs 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out below:

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate Working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Jun-25	Stock	HDFC Bank	1600.00	1520.11	1172.37	347.74	Provision made for Non/Slow moving stock not considered and entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			831.39	-	831.39	Not Disclosed
	Debtors			252.13	337.65	-85.52	Provision made for Doubtful Debts and unapplied credits
Sep-25	Stock	HDFC Bank	1600.00	1369.45	999.64	369.81	Provision made for Non/Slow moving stock not considered & Entry towards Unbilled Revenue.
	Value of Stock - Adjusted on account of IND AS 116			620.90	-	620.90	Not Disclosed
	Debtors			563.83	355.06	208.77	Provision made for Doubtful Debts and unapplied credits

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate Working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Dec-25	Stock	HDFC Bank	1600.00	1628.13	974.90	653.23	Provision made for Non/Slow moving stock not considered and entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			1291.57	-	1291.57	Not Disclosed
	Debtors			766.45	1976.72	-1210.27	Provision made for Doubtful Debts and unapplied credits
Mar-26	Stock	HDFC Bank	1600.00	1770.64	1051.90	718.74	Provision made for Non/Slow moving stock not considered and entity towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			1261.47	-	1261.47	Not Disclosed
	Debtors			1282.05	2603.83	-1321.78	Provision made for Doubtful Debts and unapplied credits

(iii) a) According to the information and explanations given to us, the Company has not provided ant guarantee or security or grated any loan or advances in the nature of loans, secured or unsecured to Companies, Firms, Limited liability Partnerships(LLP's) or any other parties during the year. However the Company has made investments aggregating to Rs. 8,271 lakhs in other entities.Details of Investment made are as under:

Particulars	Amount (Rs. in lakhs)
Investment in Equity Shares of Wholly Owned Subsidiary- M/s Mro-Tek Private Limited	80
Capital Contribution in Partnership Firm M/s Umiya Buidteck	8191
Total	8,271

During the year, the Company has not provided any loans or provided any advances in the nature of loans, to ant party. Accordingly, reporting under paragraphs 3 (iii)(a),(c), (d), (e) and (f) of the order are not applicable to the Company.

b) In our opinion and according to the information and explanations given to us, the terms and conditions of the interest-free loan granted by the Company to its partnership firm and the investments made during the year are, prima facie, not prejudicial to the interest of the Company.

(iv) In our opinion and according to the information and explanations provided to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made during the year. Further, the Company has not entered into any transactions covered under section 185 or section 186 of the Companies Act, 2013 in respect of loans, guarantees or security.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Accordingly, paragraph 3(v) of the Order is not applicable to the Company

(vi) The maintenance of cost records under section 148(1) of the Companies Act, 2013 not required by the Company and accordingly reporting under clause 3(vi) of the order is not applicable to the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of above which were outstanding, as at March 31, 2026, for a period of more than six months from the date on which they became payable, except for Rs.20,955/- due to The Employees' Provident Funds & Miscellaneous Provisions Act, 1952.

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales tax, Service tax, GST, Duty of customs, Duty of excise and Value added tax as at 31 March 2026, which have not been deposited with the appropriate authorities on account of any dispute except as provided below:

Name of the Statute	Nature of dues	Amount (Rs in Lakhs)	Period to which amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Central Excise Duty	4.55	FY 2010-11	Customs, Excise & Service Tax Appellate Tribunal, Bangalore
Goods and Services Tax Act, 2017	Goods and Service Tax	209.71	July 2017 to March 2019	GST Appellate Tribunal (GSTAT)

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any funds from any entity or person during the year on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

However, during the previous year, the Company had received an interest-free loan from a Director and had utilized the said funds for granting an interest-free loan to a partnership firm in which the Company is a partner. The aforesaid loan from the Director as well as the loan granted to the partnership firm have been fully repaid during the current year.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) but has obtained term loans during the year and applied for the purpose for which it was raised.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under Clause 3(x) (b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanations furnished by the management, which have been relied upon by us, there were no frauds by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed 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) According to the information and explanations furnished by the management, which have been relied upon by us, there were no whistle blower complaints received during the year by the Company.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the 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 the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with such directors.

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

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

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

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

(b) There is no amount remaining unspent under sub-section (5) of section 135 of the said Act, accordingly, paragraph 3(xx) (b) of the Order is not applicable to the Company.

(xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For K S Aiyar & Co
Chartered Accountants
ICAI Firm's Registration No.100186W

Deepak Kamath
Partner
Membership No.218292
UDIN: 26218292BGIVOX1994

Place: Bengaluru
Date: 27th April, 2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MRO-TEK Realty Limited of even date)

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

We have audited the internal financial controls over financial reporting of MRO-TEK REALTY LIMITED ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone 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 with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements

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

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

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

Opinion

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

For K S Aiyar & Co
Chartered Accountants
ICAI Firm's Registration No.100186W

Deepak Kamath
Partner
Membership No.218292
UDIN: 26218292BGIVOX1994

Place: Bengaluru
Date: 27th April, 2026

STANDALONE BALANCE SHEET

as at 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3 (i)	588.99	956.97
(b) Investment Property	3(ii)	10710.28	10891.04
(c) Intangible Assets	3 (i)	0.14	0.34
(d) Right-Of-Use Assets	3 (iii)	270.69	201.29
(e) Financial Assets			
(i) Financial assets - Investments	4	8957.37	1353.18
(ii) Trade receivables	5		
(a) Billed	5(i)	-	103.02
(b) Un Billed	5(ii)	204.63	387.05
(iii) Others	6	146.20	2882.40
(f) Deferred tax assets (net)	7	27.96	609.90
(g) Other non-current assets	8	865.71	498.65
Total Non - Current Assets		**21771.97**	**17883.84**
Current assets			
(a) Inventories	9	1770.64	1591.70
(b) Financial Assets			
(i) Trade receivables	10		
(a) Billed	10(i)	1282.05	728.01
(b) Un Billed	10(ii)	1064.40	817.44
(ii) Cash and cash equivalents	11	12.53	2.13
(iii) Bank Balances other Than (ii) Above	12	134.41	1290.31
(iv) Others	13	0.10	716.69
(c) Current Tax Assets (Net)	14	-	264.08
(d) Other current assets	15	377.81	852.27
Total Current Assets		**4641.94**	**6262.63**
Total Assets		**26413.91**	**24146.47**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	16	934.23	934.23
(b) Other Equity	17	10782.20	6601.54
Total Equity		**11716.43**	**7535.77**

STANDALONE BALANCE SHEET

as at 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	10569.39	11342.60
(ii) Lease Liabilty	3 (iii)	127.56	169.45
(b) Provisions	19	83.36	41.09
(c) Other Non Current Liabilities	20	1178.88	1187.85
Total Non-current liabilities		**11959.19**	**12740.99**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	1963.99	1378.51
(ii) Lease Liability	3 (iii)	41.89	24.48
(iii) Trade payables	22		
- Total outstanding dues of micro enterprises and small enterprises		28.54	4.41
- Total outstanding dues of creditors other than micro enterprises and small enterprises		124.20	80.01
(iv) Other financial liabilities	23	240.00	166.35
(b) Other current liabilities	24	257.87	2172.80
(c) Provisions	25	69.48	43.15
(d) Current tax liabilities(net)	26	12.32	-
Total Current liabilities		**2738.29**	**3869.71**
Total Equity and Liabilities		**26413.91**	**24146.47**

See accompanying notes to the Financial Statements

As per our attached report of even date
For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

For and on behalf of the Board of Directors
of Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Deepak Kamath
Partner
Membership Number : 218292

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Place : Bengaluru
Date: 27-04-2026

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and
Compliance Officer

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

	Particulars	Notes	For the year ended March 31, 2026	For the yearended March 31, 2025
I	Revenue from operations	27	5419.66	4857.72
II	Other Income	28	5189.75	376.64
III	**Total Income (I + II)**		**10609.41**	**5234.36**
IV	**EXPENSES**			
(a)	Cost of materials consumed	29	1974.28	1257.50
(b)	Purchase of Stock in Trade		143.55	449.95
(c)	Changes in stock of finished goods, work-in-progress and stock-in-trade	30	-93.09	-1009.57
(d)	Purchase of Land and related costs		33.50	965.57
(e)	Employee benefit expense	31	962.99	760.65
(f)	Finance costs	32	1101.03	1110.29
(g)	Depreciation and amortisation expense	3 (i),3 (ii),3 (iii)	324.15	307.91
(h)	Other expenses	33	1034.01	632.47
Total Expenses (IV)			**5480.42**	**4474.77**
V	**Profit/(loss) before exceptional items and tax (III - IV)**		**5128.99**	**759.59**
VI	**Exceptional Items**		**-**	**-**
VII	**Profit/(loss) before tax (V - VI)**		**5128.99**	**759.59**
VIII	**Tax Expense**	42(A)		
	(1) Current tax		349.38	0.00
	(2) Deferred tax		586.22	153.96
	Total tax expense (VIII)		**935.60**	**153.96**
IX	**Profit/(loss) after tax from continuing operations (VII - VIII)**		**4193.39**	**605.63**
X	**Profit/(loss) before tax from discontinued operations**	43(B)	**-**	**-7.92**
XI	**Tax Expense for discontinued operation**		**-**	**-**
XII	**Profit/(loss) after tax from discontinued operations (X - XI)**		**-**	**-7.92**
XIII	**Profit/(loss) for the period (IX + XII)**		**4193.39**	**597.71**
XIV	**Other comprehensive income**			
A	(i) Items that will not be reclassified to profit or loss Remeasurements of the defined benefit plans	34	-17.01	-8.84
	(ii) Income tax on item that will not be reclassified to Statement of Profit and Loss		4.28	2.22
Total Other comprehensive income (XIV)			**-12.73**	**-6.62**
XV	**Total comprehensive income for the period (XIII + XIV)**		**4180.66**	**591.09**

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Notes	For the year ended March 31, 2026	For the yearended March 31, 2025
XVI Earnings per equity share (for continuing operation) :			
(1) Basic		22.44	3.24
(2) Diluted		22.44	3.24
XVII Earnings per equity share (for discontinued operation):			
(1) Basic		-	(0.04)
(2) Diluted		-	(0.04)
XVIII Earnings per equity share (for continuing and discontinued operations):			
(1) Basic		22.44	3.20
(2) Diluted		22.44	3.20

See accompanying notes to the Financial Statements

As per our attached report of even date

For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

Deepak Kamath
Partner
Membership Number : 218292

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Place : Bengaluru
Date: 27-04-2026

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

STANDALONE CASH FLOW STATEMENT

for the year 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from operating activities		
Profit before tax from continuing operations for the year	5128.99	759.59
Profit before tax from discontinuing operations for the year	-	-7.92
Adjustments for:		
Interest on Borrowings	1084.56	1109.55
Interest cost Financail liability at amortised cost	16.47	0.75
Interest income recognised in profit or loss	-274.77	-250.79
Net (gain)/loss on disposal of assets	-3726.74	15.17
Depreciation and amortisation expense	293.55	306.12
Depreciation and amortisation expense-Right of Use Assets	30.59	1.79
Provision for Doubtful Trade Receivables	10.72	-
Provision for Doubtful Trade Receivables written back	-	-1.88
Bad debts written off	-	1.46
Amount no longer recoverable written off	0.19	-
Fair Value (Gain) /Loss on Mutual Fund – FVTPL	-3.10	-
Profit on sale of Mutual fund	-13.43	-
Share of (Profit)/Loss from partnership Firm	-378.46	0.02
Net Unrealised foreign exchange (gain)/loss	0.17	-0.99
	2168.74	**1932.87**
Movements in working capital:		
(Increase)/decrease in trade and other receivables	-526.28	-279.38
(Increase)/decrease in inventories	-178.94	-1005.22
(Increase)/decrease in other financial assets	2736.20	-722.55
(Increase)/decrease in other assets	506.49	448.18
Increase/(Decrease) in trade and other payables	67.97	-133.74
Increase/(Decrease) in provisions	51.59	15.75
increase/(Decrease) in other financial liabilities	73.64	46.69
increase/(Decrease) in other liabilities	126.10	-49.90
Cash generated from operations	**5025.51**	**252.71**
Income taxes paid	-72.98	-23.74
Net cash generated by operating activities - (A)	**4952.53**	**228.97**
Cash flows from investing activities		
Purchase of Property Plant and Equipment (including Adjustments on Account of Capital Work-in-progress, Capital Creditors and Capital Advances)	-568.61	-15.01
Sale Proceeds from Property Plant and Equipment (net of advance)	2001.66	-
Investments in subsidiary / partnership firm	-6722.66	-1333.20
Proceeds from sale of Investments in Mutual fund	1843.36	-
Investments in Mutual fund	-2329.90	-
Advance (paid) / received back to/from subsidiary / partnership firm	666.82	-666.80
Advance Received for Sale property,plant and equipment's	-	2050.00
Interest received	324.56	216.52
(Investment in bank deposits) / Redemption/maturity of term deposits having original maturity of more than 3 months	1155.89	-405.93
Net cash (used in)/generated by investing activities - (B)	**-3628.88**	**-154.42**

STANDALONE CASH FLOW STATEMENT

for the year 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from financing activities		
Proceeds from borrowings-Bank and Financial Institutions	1004.77	1228.49
Proceeds from unsecured borrowings- Related Party	-	667.00
Repayment of borrowings	-549.98	-858.47
Repayment of borrowings - related party	-667.00	-
Interest paid	-1101.03	-1109.55
Net cash used in financing activities - (C)	**-1313.24**	**-72.53**
Net increase in cash and cash equivalents (A)+(B)+(C)	**10.40**	**2.02**
Opening Cash and cash equivalents	**2.13**	**0.11**
Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-
Closing Cash and cash equivalents	**12.53**	**2.13**
Components of cash and cash equivalents as at end of the Year Balance with banks:		
on Current account:	12.52	1.97
Deposit accounts	-	-
Cash on hand	0.01	0.16
Total cash and cash equivalents as per Balance sheet	**12.53**	**2.13**

Note : The above Cash Flow Statement is prepared under the "Indirect Method" as set out in the Indian Accounting Standards (IndAS-7) - Statement of Cash Flows

See accompanying notes to the Financial Statements

As per our attached report of even date

For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

Deepak Kamath
Partner
Membership Number : 218292

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Place : Bengaluru
Date: 27-04-2026

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the period ended 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Equity share capital

Particulars	No. of Shares	Amount
Balance at the April 01, 2024	**186.85**	**934.23**
Changes in equity share capital during the year	-	-
Balance at the March 31, 2025	**186.85**	**934.23**
Changes in equity share capital during the year	-	-
Balance at the March 31, 2026	**186.85**	**934.23**

Other Equity

Particulars	Reserves & Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Other Compre-hensive Income	Retained earnings	
Balance at March 31, 2024	1.10	1769.07	102.85	4830.00	**9.91**	**-702.48**	**6010.45**
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting year	**1.10**	**1769.07**	**102.85**	**4830.00**	**9.91**	**-702.48**	**6010.45**
Profit for the year	-	-	-	-	-	597.71	597.71
Other comprehensive income for the year	-	-	-	-	-6.62	-	-6.62
Balance at March 31, 2025	**1.10**	**1769.07**	**102.85**	**4830.00**	**3.29**	**-104.77**	**6601.54**
Profit for the year	-	-	-	-	-	4193.39	4193.39
Other comprehensive income for the year	-	-	-	-	-12.73	-	-12.73
Balance at March 31, 2026	**1.10**	**1769.07**	**102.85**	**4830.00**	**-9.44**	**4088.62**	**10782.20**

As per our attached report of even date

For K.S.Aiyar & Co

Chartered Accountants

ICAI Firm's registration number:100186W

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

Deepak Kamath
Partner
Membership Number : 218292

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Place : Bengaluru
Date: 27-04-2026

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Notes forming part of the Standalone financial statements

Note No. 1 Corporate Information

Umiya Buildcon Limited (Formerly Known as MRO-TEK Realty Limited) was incorporated in the year 1984. The Company's core business activity is manufacture and supply, as well as distribution of Access and Networking equipment & Solutions. The Company entered into real estate segment during the year 2016. The Company's name has been changed to Umiya Buildcon Limited with effect from Feb 18, 2025 and the registered office of the company is No 6, " Maruthi Complex ", New BEL Road, Chikkamaranahalli, Bangalore – 560054.

The Equity shares of the Company are listed in Bombay Stock Exchange of India, Mumbai and National Stock Exchange of India Limited, Mumbai.

Note No. 2 Material accounting policies

2.1 Basis of Preparation of Financial Statements

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

2.2 Use of Estimates and Judgements

The standalone financial statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities (including derivative instruments), plan assets of the defined benefit plan and equity settled share based payments that are measured at fair values at the end of each reporting period.

2.3 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

2.3.1 Sale of goods

Revenue is recognised upon the transfer of control of promised goods to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods, as specified in the contract with the customer.In respect of sale of goods, control is generally transferred at a point in time, which is usually upon dispatch or delivery to the customer, as per the terms of the contract. The transaction price is determined based on the consideration specified in the contract with the customer and is adjusted for variable consideration, such as volume discounts, rebates, promotional allowances, price concessions, incentives, and returns, where applicable. Variable consideration is estimated at contract inception and is constrained to the extent that it is highly probable that a significant reversal will not occur. Amounts collected on behalf of the government, such as goods and services tax (GST) or other indirect taxes, are excluded from revenue.

2.3.2 Rendering of services

Revenue from rendering services is recognised in accordance with the performance obligations and the allocated transaction price. The outcome of a transaction is considered reliably measurable when all of the following conditions are satisfied:

The amount of revenue can be measured reliably;

It is probable that the economic benefits associated with the transaction will flow to the company;

The stage of completion of the transaction at the reporting date can be measured reliably; and

The costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

2.3.3 Recognition of revenue from sale of land and development rights

Revenue from sale of land and development rights is recognized upon transfer of control on the real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Revenue from sale of land and development rights is only recognized when transfer of legal title to the buyer is not a condition precedent for transfer control on the property to the buyer.

2.3.4 Royalties

Share of profit and royalty income under manufacturing and supply agreements with customers are accrued based on confirmation received from customers.

2.3.5 Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.3.6 Foreign currencies transactions and translation

The functional currency of the Company is the Indian Rupee (₹).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated. Income and expense items in foreign currency are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

2.4 Employee benefits

2.4.1 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and

loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); net interest expense or income; and

remeasurement The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefit expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

2.4.2 Defined contribution plan

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

2.4.3 Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

2.4.4 Long term Incentive Plans

Under the Plan, certain employees are eligible for retention and performance linked payouts. These payouts are accrued as and when services are rendered and/ or when the specific performance criteria are met.

2.5 Share-based payment arrangements

2.5.1 Share-based payment transactions of the Company

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such that the cumulative expense reflects the revised estimate,with a corresponding adjustment to the equity-settled employee benefits reserve.

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2.5.2 Share-based payment transactions of the acquiree in a business combination

When the share-based payment awards held by the employees of an acquiree (acquiree awards) are replaced by the Company's share-based payment awards (replacement awards), both the acquiree awards and the replacement awards are measured in accordance with Ind AS 102 ("market-based measure") at the acquisition date. The portion of the replacement awards that is included in measuring the consideration transferred in a business combination equals the market-based measure of the acquiree awards multiplied by the ratio of the portion of the vesting period completed to the greater of the total vesting period or the original vesting period of the acquiree award. The excess of the market-based measure of the replacement awards over the market based measure of the acquiree awards included in measuring the consideration transferred is recognised as remuneration cost for post-combination service.

However, when the acquiree awards expire as a consequence of a business combination and the Company replaces those awards when it does not have an obligation to do so, the replacement awards are measured at their market-based measure in accordance with Ind AS 102. All of the market-based measure of the replacement awards is recognised as remuneration cost for post-combination service.

2.6 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.6.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.6.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Standalone Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.6.3 Current and deferred tax for the year

Current and deferred tax are recognised in standalone statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.7 Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Freehold land is not depreciated.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. 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.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed to be different and are as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

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 standalone statement of profit and loss.

When an item of property, plant and equipment is acquired in exchange for a non-monetary asset or assets, or a combination of monetary and non-monetary assets, the cost of that item is measured at fair value (even if the entity cannot immediately de-recognise the asset given up) unless the exchange

transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

2.8 Investment Property

(a) Recognition and Measurement

Property held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Land held for a currently undetermined future use is also recognised as Investment Property.

An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the Company carries the investment property at the cost.

(b) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

(c) Gain or loss on Disposal

Any gain or loss on disposal of an Investment Property is recognised in the Standalone Statement of Profit and Loss.

2.9 Intangible assets

2.9.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.9.2 Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in standalone statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.9.3 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.9.4 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.

2.10 Impairment of assets

2.10.1 Impairment of financial assets:

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

2.10.2 Impairment of investment in subsidiaries, associates and joint ventures

The Company reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

2.10.3 Impairment of non-financial assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in standalone statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in standalone statement of profit and loss.

2.11 Inventories

Inventories are valued at the lower of cost and the net realisable 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 octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable,. Cost is determined as follows:

Raw materials, packing materials and consumables: First In First Out

Work-in progress: at material cost and an appropriate share of production overheads

Finished goods: material cost and an appropriate share of production overheads wherever applicable

Stock-in trade: First In First Out

2.12 Segment Reporting

Operating Segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by chief operating decision making body, in deciding how to allocate resources and assessing performance.

The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on a reasonable basis have been included under - Unallocated revenue/ expenses/ assets/ liabilities.

2.13 Cash and Cash Equivalents

Cash and cash equivalents include cash, cheques on hand, cash at bank and short term deposits with banks having original maturity of three months or less, which are subject to insignificant risk of changes in value.

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2.14 Statement of Cash Flows

Cash flows are reported using the indirect method whereby profit/(loss) is adjusted for the effects of transactions of non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the company are segmented based on the available information.

2.15 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Product warranty expenses

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding probable future incidences based on actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

2.16 Contingent liabilities

Contingent liabilities are disclosed in notes when there is a possible obligation that arises 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.

2.17 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.18 Financial instruments

2.18.1 Investment in subsidiaries, associates and joint ventures

The Company has accounted for its investments in subsidiaries, associates and joint ventures at cost less impairment.

2.18.2 Other financial assets and financial liabilities

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

Initial recognition and measurement:

Other 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) 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 standalone statement of profit and loss.

Subsequent measurement:
Financial assets at amortised cost Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income
Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss
Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the standalone statement of profit and loss.

Financial liabilities
Financial liabilities are measured at amortised cost using effective interest rate method. For trade and other payables maturing within one year from the standalone balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.18.3 Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

2.18.4 Derivative financial instruments and hedge accounting

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps and forward contracts to mitigate the risk of changes in interest rates and foreign exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the Standalone Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to the Standalone Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability

Hedges that meet the criteria for hedge accounting are accounted for as follows:

a) Cash flow hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging

instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Standalone Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Standalone Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Standalone Statement of Profit and Loss.

b) Fair value hedge

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Standalone Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

2.19 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to accounts.

2.20 Tax Input credit

Tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.

2.21 Operating Cycle

As mentioned in para 1 above under 'Corporate information', the Company is into development and manufacture of Electronic products. Based on the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as less than 1 year for manufacturing of products . The above basis is used for classifying the assets and liabilities into current and non-current as the case may be.

2.22 Key Accounting estimates and judgements

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2.22.1 Impairment of non-financial assets

Determining whether the asset is impaired requires to assess the recoverable amount of the asset or Cash Generating Unit (CGU) which is compared to the carrying amount of the asset or CGU, as applicable. Recoverable amount is the higher of fair value less costs of disposal and value in use. Where the carrying amount of an asset or CGU exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

2.22.2 Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.22.3 Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

Assets	Estimated Useful life
Building -Factory	30 Years
Building -Office	60 Years
Plant & Machinery	15 Years
Computers, Software and Networking	3 Years
Servers and Networks	6 Years
Furniture & Fixtures, Test Equipment's and Electrical Installations	10 Years
Office Equipment's	5 Years
Vehicles	8 Years

2.22.4 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

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2.22.5 Litigations

As explained in note 36, the Company is a party to certain commercial disputes and has also received notification of claims for significant amounts. There are number of factors that may affect the ultimate outcome in respect of this matter and accordingly, it is difficult to assess the impact of these disputes with accuracy.

2.23 Discontinued operations and non-current assets held for sale:

Discontinued operation is a component of the Company that has been disposed of or classified as held for sale and represents a major line of business., Non-current assets and disposal groups are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual

and customary for sale of such asset (or disposal group)

and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

2.24 Lease

The Company recognises right of use assets under lease arrangements in which it is the lessee. Rights to use assets owned by third parties under lease agreements are capitalised at the inception of the lease and recognised on the balance sheet. The corresponding liability to the lessor is recognised as a lease obligation. The carrying amount is subsequently increased to reflect interest on the lease liability and reduced by lease payments made. For calculating the discounted lease liability, the lessee's incremental borrowing rate is used. The incremental borrowing rate is calculated at the rate of interest at which the Company would have been able to borrow for a similar term and with a similar security the funds necessary to obtain a similar asset in a similar market. Finance costs are charged to the income statement so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Variable rents are not part of the lease liability and the right of use asset. These payments are charged to the income statement as incurred. If modifications or reassessments occur, the lease liability and right of use asset are re-measured. Right of use assets are depreciated over the shorter of the useful life of the asset or the lease term.

2.25 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs (INR 1,00,000), except when otherwise indicated.

2.26 Events after Reporting date :

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

2.27 Earning Per Share :

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

-the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

-the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.28 Fair value Measurement

All assets and liabilities for which fair value is measured and disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level inputs that is significant to the fair value measurement as a whole:

a) Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

c) Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.29 Borrowing cost:

Borrowing cost attributable to acquisition / Construction of a qualifying assets is capitalized as part of the cost of the asset. Other borrowing costs are recognized as expense in the period in which that are accrued.

SCHEDULE - 3 (i)

Property, plant and equipment consist of the following: **All amounts are in Rupees in lakhs unless otherwise stated**

Particulars	Land - Factory	Buildings-Factory/ Office	Plant & Machinery - Others	Test Equipments - R&D	Test Equipments - Others	Electrical Installations	Office Equipments - Others	Computers & Networking - R&D	Computers & Networking - Others
Cost as at 01.04.2024	**8.05**	**495.55**	**209.36**	**46.62**	**28.33**	**44.35**	**34.03**	**0.04**	**57.08**
Additions	-	-	-	-	-	-	0.11	-	7.48
Disposals	-	-	40.46	25.47	12.44	27.27	21.57	-	48.50
Cost as at 31.03.2025	**8.05**	**495.55**	**168.90**	**21.15**	**15.89**	**17.08**	**12.57**	**0.04**	**16.06**
Additions	-	-	-	-	-	-	3.84	4.52	7.72
Disposals	8.05	495.55	51.53	0.21	1.65	12.08	7.29	-	4.97
Cost as at 31.03.2026	**-**	**-**	**117.37**	**20.94**	**14.24**	**5.00**	**9.12**	**4.56**	**18.81**
Accumulated depreciation as at 01.04.2024	**0.00**	**183.70**	**128.20**	**33.68**	**23.99**	**31.52**	**27.83**	**0.04**	**53.75**
Depreciation for the year	-	22.46	10.03	3.02	1.63	3.49	2.88	-	2.20
Disposals	-	0.00	27.27	25.43	10.69	27.25	21.51	-	48.50
Accumulated depreciation as at 31.03.2025	**0.00**	**206.16**	**110.96**	**11.27**	**14.93**	**7.76**	**9.20**	**0.04**	**7.45**
Depreciation for the year	-	-	7.48	4.61	0.55	0.63	1.75	0.13	4.19
Disposals	-	206.16	32.93	0.21	1.26	4.34	6.88	-	4.92
Accumulated depreciation as at 31.03.2026	**0.00**	**0.00**	**85.51**	**15.67**	**14.22**	**4.05**	**4.07**	**0.17**	**6.72**
Net carrying amount as at 31.03.2025	**8.05**	**289.39**	**57.94**	**9.88**	**0.96**	**9.32**	**3.37**	**-**	**8.61**
Net carrying amount as at 31.03.2026	**-**	**-**	**31.86**	**5.27**	**0.02**	**0.95**	**5.05**	**4.39**	**12.09**

Particulars	Furniture & Fixtures - Others	Vehicles	Air Conditioners - Others	Lease Hold Asset - Building (Corp Office)	Sub Total	Computer Software	Total
Cost as at 01.04.2024	**45.69**	**641.40**	**12.25**	**17.92**	**1640.67**	**13.72**	**1654.39**
Additions	-	7.41	-	-	15.00	-	15.00
Disposals	42.46	0.00	5.68	0.00	223.85	-	223.85
Cost as at 31.03.2025	**3.23**	**648.81**	**6.57**	**17.92**	**1431.82**	**13.72**	**1445.54**
Additions	0.00	-	0.25	43.16	59.49	-	59.49
Disposals	1.59	-	0.97	-	583.89	0.07	583.96
Cost as at 31.03.2026	**1.64**	**648.81**	**5.85**	**61.08**	**907.42**	**13.65**	**921.07**
Accumulated depreciation as at 01.04.2024	**42.68**	**9.41**	**5.91**	**17.92**	**558.63**	**12.93**	**571.56**
Depreciation for the year	1.35	76.69	1.16	-	124.91	0.45	125.36
Disposals	42.36	-	5.68	-	208.69	-	208.69
Accumulated depreciation as at 31.03.2025	**1.67**	**86.10**	**1.39**	**17.92**	**474.85**	**13.38**	**488.23**
Depreciation for the year	0.52	77.05	1.16	4.50	102.57	0.20	102.77
Disposals	1.32	-	0.97	-	258.99	0.07	259.06
Accumulated depreciation as at 31.03.2026	**0.87**	**163.15**	**1.58**	**22.42**	**318.43**	**13.51**	**331.94**
Net carrying amount as at 31.03.2025	**1.56**	**562.71**	**5.18**	**-**	**956.97**	**0.34**	**957.31**
Net carrying amount as at 31.03.2026	**0.77**	**485.66**	**4.27**	**38.66**	**588.99**	**0.14**	**589.13**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note:

During the year, the Company sold its factory land situated at Electronic City, Bengaluru, for a consideration of Rs. 4,050 lakhs. The carrying amount of the land as at the date of sale was Rs. 8.05 lakhs, resulting in a gain on disposal of Rs. 4,041.95 lakhs. Consequent to the sale, the factory building and other related assets located at the same site were determined to have no future economic benefit and were accordingly written off during the year. The aggregate carrying amount of such assets amounted to Rs. 315.20 lakhs and has been recognised as a loss in the Statement of Profit and Loss. Accordingly, the net gain recognised in the Standalone Statement of Profit and Loss for the year, after setting off the loss on write-off of the related building and other assets against the gain on sale of land, amounted to Rs. 3,726.75 lakhs.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

SCHEDULE - 3(ii)

INVESTMENT PROPERTY

Particular	Development Property	Building	Total
Cost as at 01.04.2024	**129.09**	**11416.71**	**11545.80**
Additions	-	-	-
Disposals	-	-	-
Cost as at 31.03.2025	**129.09**	**11416.71**	**11545.80**
Additions	-	-	-
Disposals	-	-	-
Cost as at 31.03.2026	**129.09**	**11416.71**	**11545.80**
Accumulated depreciation as at 01.04.2024	**-**	**474.00**	**474.00**
Depreciation for the year	-	180.76	180.76
Disposals	-	-	-
Accumulated depreciation as at 31.03.2025	**-**	**654.76**	**654.76**
Depreciation for the year	-	180.76	180.76
Disposals	-	-	-
Accumulated depreciation as at 31.03.2026	**-**	**835.53**	**835.53**
Net carrying amount as at 31.03.2025	**129.09**	**10761.95**	**10891.04**
Net carrying amount as at 31.03.2026	**129.09**	**10581.19**	**10710.28**

*** The Fair value of the Investment Property as on 31.03.2026 is Rs.29,313.98 Lakhs (for PY Rs.25,826.93 Lakhs)**

3(iii) ROU assets

Particular	Factory Premises	Total
Cost as at 01.04.2024	**-**	**-**
Additions	203.08	203.08
Termination	-	-
Cost as at 31.03.2025	**203.08**	**203.08**
Additions	110.01	110.01
Termination	-	-
Cost as at 31.03.2026	**313.09**	**313.09**
Accumulated depreciation as at 01.04.2024	**-**	**-**
Amortisation expense for the year	1.79	1.79
Eliminated on termination	-	-
Accumulated depreciation as at 31.03.2025	**1.79**	**1.79**
Amortisation expense for the year	40.61	40.61
Eliminated on termination	-	-
Accumulated depreciation as at 31.03.2026	**42.40**	**42.40**
Net carrying amount as at 31.03.2025	**201.29**	**201.29**
Net carrying amount as at 31.03.2026	**270.69**	**270.69**

Notes:
Depreciation has been charged to Right-of-use assets (RoU Assets) on a straight line method based on the lease term and is included under depreciation and amortization expense in the statement of Profit and Loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

The movement in lease liabilities during the year ended March 31, 2026 and March 31, 2025 is as follows :

Particulars	For year ended March 31, 2026	For year ended March 31, 2025
Balance at the beginning	**193.93**	**-**
Recognised during the year	-	193.19
Finance cost accrued during the period	16.47	0.75
Derecognised during the year	-	-
Payment of lease liabilities	40.95	-
Balance at the end	**169.45**	**193.93**

The following is the break-up of current and non-current lease liabilities as at March 31, 2026 and March 31, 2025:

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current	127.56	169.45
Current	41.89	24.48
Total	**169.45**	**193.93**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2026 and March 31, 2025 on an undiscounted basis:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than one year	48.44	40.95
One to five years	154.97	203.41
More than five years	-	-

Particulars	As at 31 March 2026	As at 31 March 2025
Note 4		
Financial assets - Investments		
Investments in Equity Instruments		
Unquoted equity shares		
Subsidiary (measured at cost)		
- MRO-TEK Technologies Private Limited (Formerly known as MRO-TEK Technologies Private Limited) 10,00,000 Equity Shares of Rs.10/- each fully paid up (Previous Year 2,00,000 Equity Shares of Rs.10/- each fully)	100.00	20.00
Investment Capital of Partnership firm Umiya Buildtek **	8354.30	1333.18
Total Non Current Investments	**8454.30**	**1353.18**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at 31 March 2026	As at 31 March 2025
b. Financial assets - Investments @FVTPL		
Aditya Birla Sun Lifemoney Manager Fund Regular-Growth (Current year 31,228.59 units , Previous year Nil units)	120.77	-
Nippon India Moneymarket Fund-Growth (Current year 8059.57 units, Previous year Nil units)	120.62	-
Nippon India Moneymarket Fund-Growth (Current year 3,251.62 units, Previous year Nil units)	141.07	-
UTI Money Marketfund Regular Plan- Growth (Current year 3,739.6 units, Previous year Nil units)	120.61	-
Total Non Current Investments @ FVTPL	**503.07**	**-**
Total	**8957.37**	**1353.18**
Aggregate book value of quoted investments	**499.98**	**-**
Aggregate market value of quoted investments	**503.07**	**-**
Aggregate amount of unquoted investments.	**8454.30**	**1353.18**

Note:

* The Company is compliant with the number of layers prescribed under clause(87) of section 2 of the Act read with the companies (Restriction on number of Layers) Rules,2017)

** Details of Investment in Umiya Buildtek Partnership Firm as follows:

Names of the Parnters	March 31, 2026		March 31, 2025	
	Share of Each Partner (%)	Total Capital Amount	Share of Each Partner (%)	Total Capital Amount
Umiya Buildcon Limited (Fixed Capital)	49.00%	1.00	66.66%	1333.18
Umiya Buildcon Limited (Current Capital)	-	8353.30	-	-
Indra Hotels (Mysore) Private Limited (Fixed Capital)	-	-	33.34%	666.79
Umiya Builders and Developers-Propritorship concern of Mr.Aniruddha Mehta (Fixed capital)	51.00%	1.00	-	-
Umiya Builders and Developers-Propritorship concern of Mr.Aniruddha Mehta (Current capital)	-	26.78	-	-
Total Capital		**8382.08**		**1999.97**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at 31 March 2026	As at 31 March 2025
Note 5		
Non-current Trade Receivables		
5 (i) Trade Receivables - Billed		
- Trade Receivables considered good	-	103.02
- Unsecured		
Trade Receivables - credit impaired	66.36	66.36
Less: Allowances for credit impaired	-66.36	-66.36
Total	**-**	**103.02**
5 (ii) Trade Receivables - Unbilled		
Trade Receivables - unbilled	204.63	387.05
	204.63	**387.05**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

5 (iii) (a) Trade Receivables ageing schedule FY 25-26

Particulars	Unbilled Receivable	Billed Receivable						
Non Current:		Receivables not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	204.63	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	66.36	66.36
	204.63	**-**	**-**	**-**	**-**	**-**	**66.36**	**66.36**
Less: Allowance for Credit Impaired							(66.36)	(66.36)
Total Trade Receivable	204.63	-	-	-	-	-	-	-

5 (iii) (b) Trade Receivables ageing schedule FY 24-25

Particulars	Unbilled Receivable	Billed Receivable						
Non Current:		Receivables not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	387.05	-	-	103.02	-	-	-	103.02
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	66.36	66.36
	387.05	**-**	**-**	**103.02**	**-**	**-**	**66.36**	**169.37**
Less: Allowance for Credit Impaired	-	-	-	-	-	-	(66.36)	(66.36)
Total Trade Receivable	**387.05**	**-**	**-**	**103.02**	**-**	**-**	**-**	**103.02**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 6		
Other non-current financial assets		
Other Deposits	135.80	39.54
Earnest money deposit	0.05	-
Deposits with original maturity more than 12 months	10.35	2842.86
Total	**146.20**	**2882.40**
Note 7		
Deferred tax Liability/Asset		
On account of Fixed Assets	-311.32	-225.82
On account of Others	339.28	835.72
	27.96	**609.90**
Note 8		
Other non-current assets		
- Capital Advances	399.10	-
- Central Excise	135.09	135.09
- Amount paid under protest - GST	53.25	53.25
- Prepaid Expense (Non Current)	278.27	310.31
	865.71	**498.65**
Note 9		
Inventories		
Raw Materials	307.03	221.17
Work-in-Process	122.11	160.01
Finished goods	281.55	149.32
Traded Goods	60.89	95.63
Real Estate Inventory		
Land	916.15	916.15
Project development cost	82.92	49.42
Total	**1770.64**	**1591.70**
Note 10		
Trade and other receivables		
10(i) Trade Receivables - Billed		
- Trade Receivables considered good - Unsecured	1282.05	728.01
- Trade Receivables - credit impaired	31.42	20.70
Less: Allowances for credit impaired	-31.42	-20.70
Total	**1282.05**	**728.01**
10(ii) Trade Receivables - Unbilled		
Unbilled Revenue	1064.40	817.44
	1064.40	**817.44**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

10 (iii) (a) Trade Receivables ageing schedule FY 25-26

Particulars	Unbilled Receiable	Billed Receiable						
		Receivables not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Current: -								
(i) Undisputed Trade receivables – considered good	1,064.40	-	1,146.37	135.68	-	-	-	1,282.05
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	31.42	31.42
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-	-
	1,064.40	**-**	**1,146.37**	**135.68**	**-**	**-**	**31.42**	**1,313.47**
Less: Allowance for Credit Impaired	**-**	**-**	**-**	**-**	**-**	**-**	-31.42	-31.42
Total Trade Receivable	**1,064.40**	**-**	**1,146.37**	**135.68**	**-**	**-**	**-**	**1,282.05**

10 (iii) (b) Trade Receivables ageing schedule FY 24-25

Particulars	Unbilled Receiable	Billed Receiable						
		Receivables not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Current: -								
(i) Undisputed Trade receivables – considered good	817.44	-	638.47	89.54	-	-	-	728.01
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	20.70	20.70
	817.44	**-**	**638.47**	**89.54**	**-**	**-**	**20.70**	**748.71**
Less: Allowance for Credit Impaired	-	-	-	-	-	-	-20.70	-20.70
Total Trade Receivable	**817.44**	**-**	**638.47**	**89.54**	**-**	**-**	**-**	**728.01**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
10(iv) Movements in the provision for impairment of trade receivables are as follows:		
Opening balance	87.06	88.94
Provision for receivables impairment	-	-
Receivables written off during the year as uncollectible	-	-
Provision for the period	10.72	-
Provision released during the year	-	1.88
Closing balance	**97.78**	**87.06**
Note 11		
Cash and cash equivalents		
a) Balance with banks :		
In current account	12.52	1.97
b) Cash on hand	0.01	0.16
Total	**12.53**	**2.13**
Note 12		
Other bank balances		
Deposits with Banks		
In deposits with original maturity of less than 3 months*	134.41	674.31
In deposits with original maturity more than 3 months but less than 12 months	-	616.00
	134.41	**1290.31**
Note: * Deposit includes Bank Margin Money held as security against borrowings, guarantees and other commitments	52.60	50.57
Note 13		
Other current financial assets		
Interest Free Advance to Umiya Buildtek*	-	666.80
Interest accrued but not due	0.10	49.89
Total	**0.10**	**716.69**

*Loan to Umiya Buildtek Partneship firm for the current year - nil (previous year amounting to Rs. 666.80 Lakhs) is unsecured and interest free, loan is recoverable on demand

Note 14		
Current tax Assets (Net)		
Advance Tax and Tax deducted at source	-	264.08
Total	**-**	**264.08**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 15		
Other current assets		
Prepaid Expenses	67.33	68.63
Advance to Subsidiary towards supplies	99.67	171.82
Advance to supplier	58.54	554.49
Advance to Employees	0.13	0.11
Balances with Govt. Authorities	151.74	57.19
Reimbursement of Receivable of Umiya Buildtek	-	0.03
Others	0.40	-
Total	**377.81**	**852.27**

Note 16
Equity Share Capital

a) Authorised		
3,00,00,000 Equity shares of Rs. 5 each(Previous year 3,00,00,000 Equity shares of Rs. 5 each	1,500.00	1,500.00
Issued, Subscribed & Paid Up		
1,86,84,602 Equity Shares of Rs.5 each, fully paid-up	934.23	934.23
Total	**934.23**	**934.23**

b) Reconciliation of number of shares outstanding at the beginning & at the end of the reporting year

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Value	No. of Shares	Value
At the beginning of the year	186.85	934.23	186.85	934.23
Movement during the period	-	-	-	-
Outstanding at the end of the year	186.85	934.23	186.85	934.23

c) Shareholders holding Equity Shares more than 5% of Share capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares (In Lakhs)	Holding %	No. of Shares	Holding %
UMIYA HOLDING PRIVATE LIMITED	71.47	38.25%	63.24	33.85%
ANIRUDDHA BHANUPRASAD MEHTA	42.15	22.56%	41.39	22.15%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

d) Disclosure of Shareholding of Promoters:

Disclosure of shareholding of promoters as at March 31, 2026 is as follows:

Name of Promoters	As at March 31, 2026		As at March 31, 2025		% Change during the year
	No. of Shares	Holding %	No. of Shares	Holding %	
Equity shares of Rs 5/-each fully paid					
ANIRUDDHA MEHTA	42.15	22.56%	41.39	22.15%	-
GAURI ANIRUDDHA MEHTA	7.87	4.21%	7.54	4.03%	4%
UMIYA HOLDING PRIVATE LIMITED	71.47	38.25%	63.24	33.85%	13%

Disclosure of shareholding of promoters as at March 31, 2024 is as follows:

Name of Promoters	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of Shares (In Lakhs)	Holding %	No. of Shares (In Lakhs)	Holding %	
Equity shares of Rs 5/-each fully paid					
ANIRUDDHA MEHTA	41.39	22.15%	32.06	17.16%	29%
GAURI ANIRUDDHA MEHTA	7.54	4.03%	7.54	4.03%	0%
UMIYA HOLDING PRIVATE LIMITED	63.24	33.85%	63.24	33.85%	0%

Note 17

Other Equity

Particulars		As at March 31, 2026	As at March 31, 2025
Capital Reserve :			
State Government subsidy on Capital Investment	A	1.10	1.10
Capital Redemption Reserve :			
Reduction in share capital (buy back of shares)	B	102.85	102.85
Securities Premium Account	C	1769.07	1769.07
General Reserve	D	4830.00	4830.00
Other Comprehensive Income	E	-9.44	3.29
Surplus/(deficit) in the statement of Profit & Loss			
Opening Balance		-104.77	-702.48
Profit / (Loss) for the year		4193.39	597.71
Less: Appropriations			
Net Surplus/(deficit) in the statement of Profit & Loss	F	4088.62	-104.77
Total	**A+B+C+D+E+F**	**10782.20**	**6601.54**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 18		
Long Term Borrowings		
Secured		
HDFC Bank Limited *	6383.85	6995.62
Bajaj Housing Finance Ltd#	4185.54	4346.99
Total	**10569.39**	**11342.61**

* Term Loan - loan against property/ Lease rental discounting sanctioned by HDFC Bank ltd is secured against the mortgage piece and parcel of the property bearing unit no. SF 06, Muncipal Katha no. 140/17/338/5, with a super built up area of 68,480 sq.ft & proportionate share in the common area along with 107 car parking spaces in the building known as Umiya Vellociti & 10,033.29 sq.ft of undivided share in the property bearing Muncipal no. 104/17/338, erstwhile survey no 54/2, 54/1, 50/6 & part of survey no.54/3, 53/2 and 53/1, situated at Hebbal village kasaba hobli, Bengaluru.

The rate of interest is 7.25% to 7.49% Per Annum (Previous year rate of interest is 8.25% to 8.49% Per Annum)

Term Loan - loan against property/ Lease rental discounting sanctioned by Bajaj housing finance ltd is secured against the mortgage of land and building at Katha no. 140/17/338, formed in survey no 54/2, 54/1. 50/6 & 54/8 and part of survey no.54/3, 53/2 and 53/1, measuring 32,595 sq.ft of the salable super built up area constituting the portion of ground floor of the complex - umiya velociti.

The rate of interest is 8.79% to 9.25% Per Annum (Previous year 8.59% to 10.25% Per Annum)

Note 19		
Long-term provisions		
Provision for employee benefits		
Provision for Gratuity	21.03	-
Compensated Absences	62.33	41.09
Total	**83.36**	**41.09**
Note 20		
Other non current liabilities		
Un Earned Rent	616.34	665.65
Security Deposit	562.54	522.21
Total	**1178.88**	**1187.85**
Note 21		
Short term Borrowings		
Secured		
HDFC Bank Limited *	1102.52	73.26
Current maturities of long-term borrowings Bajaj Finance Ltd**	316.57	247.08
Current maturities of long-term borrowings HDFC Bank*	544.90	391.17
Unsecured		
Borrowings from directors ***	-	667.00
Total	**1963.99**	**1378.51**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

* Overdraft Facility and Term Loan - loan against property/ Lease rental discounting sanctioned by HDFC Bank ltd is secured against the mortgage piece and parcel of the property bearing unit no. SF 06, Municipal Katha no. 140/17/338/5, with a super built up area of 68,480 sq.ft & proportionate share in the common area along with 107 car parking spaces in the building known as Umiya Vellociti & 10,033.29 sq.ft of undivided share in the property bearing Municipal no. 104/17/338, erstwhile survey no 54/2, 54/1. 50/6 & part of survey no.54/3, 53/2 and 53/1, situated at Hebbal village kasaba hobli,Bengaluru.

The rate of interest is 7.25% to 9.00% Per Annum (Previous year rate of interest is 8.25% to 8.49% Per Annum)

** Term Loan - loan against property/ Lease rental discounting sanctioned by Bajaj housing finance ltd is secured against the mortgage of land and building at Katha no. 140/17/338, formed in survey no 54/2, 54/1. 50/6 & 54/8 and part of survey no.54/3, 53/2 and 53/1, measuring 32,595 sq.ft of the saleable super built up area constituting the portion of ground floor of the complex - Umiya Vellociti.

The rate of interest is 8.79% to 9.25% Per Annum (Previous year 8.59% to 10.25% Per Annum)

*** Loan from director Mr Aniruddha Mehta Amounting Rs Nil (Previous year Rs.667 Lakhs) is Unsecured and Interest free loan is repayable on demand

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 22		
Trade and other payables		
- Total outstanding dues of micro enterprises and small enterprises	28.54	4.41
- Total outstanding dues of creditors other than micro enterprises and small enterprises	124.20	80.00
	152.74	**84.41**

22 (i) Trade Payables ageing schedule FY 25-26

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Dues to MSME -not disputed	-	28.54	-	-	-	28.54
(ii) Others - not disputed	-	121.29	1.41	-	1.50	124.20
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**-**	**149.83**	**1.41**	**-**	**1.50**	**152.74**

22 (ii) Trade Payables ageing schedule FY 24-25

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Dues to MSME -not disputed	4.41	-	-	-	-	4.41
(ii) Others - not disputed	33.00	47.00	-	-	-	80.00
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**37.41**	**47.00**	**-**	**-**	**-**	**84.41**

Note 23		
Other financial liabilities		
Payable for expenses	138.45	95.60
Payable to Employees	101.55	70.75
Total	**240.00**	**166.35**
Note 24		
Other current liabilities		
Advances from customers	105.12	14.20
Advance Received for Sale property,plant and equipment's	-	2050.00
Statutory Dues Payables* (includes VAT, Excise Duty, Provident Fund, Withholding Taxes, etc.)	70.63	25.87
Un Earned Rent	82.12	82.73
Total	**257.87**	**2172.80**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 25		
Short term provisions		
Provision for employee benefits		
Provision for Gratuity	22.23	4.52
Compensated Absences	6.79	8.27
Other provision :		
For Warranty	40.46	30.36
Total	**69.48**	**43.15**
Note 26		
Current tax Liabilities (Net)		
Provision for Income tax (Net of Advance Tax and Tax deducted at source)	12.32	-
Total	**12.32**	**-**
Note 27		
Revenue from Operations		
A. Sales of products and Services		
Sale of products	2558.79	2482.26
Sale of Services (Refer Note below i)	2860.87	2375.46
	5419.66	**4857.72**
Note : (i) Sale of services comprises of		
Service Charges	867.64	666.25
Annual Maintenance Charges	267.89	99.66
Rental Income	1725.34	1609.55
Total	**2860.87**	**2375.46**
Note 28		
Other Income		
Provision for Doubtful Trade Receivables / Deposits written back	0.00	1.88
Income From Real Estate -'Share of (Profit)/Loss from partnership Firm	378.46	0.00
Profit on Sale / Disposal of Land*	4041.95	0.00
Amount no longer payable written back	0.00	22.40
Other Non-Operating Income	0.00	1.35
Facilitation Charges	216.61	100.22
Fair Value Gain/Loss on Mutual Fund – FVTPL	3.10	0.00
Profit on sale of Mutual fund	13.43	0.00
Interest Income	274.77	250.79
Interest from Investment in Partnership firm	252.85	0.00
Miscellaeous Income	8.58	0.00
Total Other income	**5189.75**	**376.64**

*The profit from the sale of factory land located at Plot No. 29B, Hosur Road, Electronic City, Bangalore.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 29		
Cost of materials consumed		
Opening Stock	221.17	151.99
Add: Purchases	2060.14	1326.68
Less: Closing Stock	307.03	221.17
Total Cost of Raw Material Consumed	**1974.28**	**1257.50**
Note 30		
Changes in inventories of finished goods and work in progress		
Opening Stock :		
Finished Goods	149.32	124.26
Stock-in-Trade	95.63	78.73
Work-in-Process	160.01	157.96
Land Stock and project development cost	965.57	0.00
Less:		
Closing Stock:		
Finished Goods	281.55	149.32
Stock-in-Trade	60.89	95.63
Work-in-Process	122.11	160.01
Land Stock and project development cost	999.07	965.57
Changes In Inventories:		
Changes in inventories of finished goods	-132.23	-25.05
Stock-in-Trade	34.74	-16.90
Work-in-Process	37.90	-2.05
Land Stock and project development cost	-33.50	-965.57
Changes in inventories of finished goods and work in progress	**-93.09**	**-1009.57**

The above is after excluding the amounts in respect of discontinued operations.

Note 31

Employee benefit expense		
Salaries and Wages	822.63	630.23
Manpower hire Charges	105.34	95.96
Contribution to Provident and Other Funds	14.25	14.93
Staff Welfare Expenses	20.77	19.53
Total	**962.99**	**760.65**

Note 32

Finance Costs		
Interest on Borrowings	1084.56	1109.54
Interest cost- Financial liability at amortised cost*	16.47	0.75
Total	**1101.03**	**1110.29**

* Subsequent to introduction of Ind AS 116 Leases, the Company has recognised Long-term leases as ROU Assets and created lease obligation representingpresent value of future minimum lease payments. The unwinding of such obligation is recognised as 'interest expense after reducing rent cost.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 33		
Other Expenses		
(i) Repairs and Maintenance:		
- Building		
- Others	41.07	66.89
Rent	32.68	28.81
Rates and Taxes	102.86	99.05
Insurance	19.02	15.77
Power and Fuel	14.49	17.13
Selling and Promotion Expenses	20.39	16.04
Auditor's Remuneration (ii)	17.69	16.25
R&D Expenses	40.68	-
Books and Periodicals	4.82	3.41
Other Borrowing Costs (includes bank charges, etc.)	30.68	27.17
Commission, Brokerage and Discount	60.98	38.43
Freight and Forwarding	8.43	7.79
Liquidated Damages	16.49	48.19
Postage and Telephone Expenses	8.98	6.62
Travelling and Conveyance	85.48	68.25
AMC Charges and Software Licenses	36.77	13.53
Stationery & Printing Expenses	3.64	3.15
Loss on sale / write-off of Property plant and equipment (net)	315.20	15.17
Loss from from foreign exchange fluctuation	4.27	9.87
Amount no longer recoverable written off	0.19	0.00
Bad Trade Receivables / Advances / Deposits written off	0.00	1.46
Provision for Doubtful Trade Receivables / Advances / Deposits	10.72	0.00
Provision for warranty cost	10.09	10.02
Directors Sitting Fees	5.36	5.02
Advertisement Expenses	1.21	2.97
Professional Charges	125.64	110.08
Annual General Meeting Expenses	0.58	-
Share of (Profit)/Loss from partnership Firm	-	0.02
Other Admin expenses	15.60	1.38
	1034.01	**632.47**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
(ii) Payments to the statutory auditors of the company comprises of :		
Statutory Audit Fee	9.50	9.50
Tax Audit Fee	2.00	2.00
Limited review fee	4.50	4.50
Others	1.69	0.25
Total	**17.69**	**16.25**

Note 34

Statement of other comprehensive income

(i) Items that will not be reclassified to profit or loss		
Remeasurement of Defined Benefit plans	-17.01	-8.84
	-17.01	**-8.84**

Note 35

Related Party Relationships, transactions and balances

35.1

i) Whole Time Directors:

Mr.Aniruddha Mehta, Chairman & Managing Director

ii) Directors:

Mrs.Gauri A Mehta, Director
Mr. Sudhir Kumar Hasija, Director
Mr. Raghu Nambiar, Independent Director
Mr. Harihara Subramanian Venkatesh, Independent Director
Mrs. Nicola Neeladri, Independent Director
Mr. Manjunath Neela, Independent Director

iii) Key Managerial Personnel:

Mr. Srivathsa, Chief Financial Officer (Upto 31st May 2024)
Mr. Rengarajan, Chief Financial Officer (From 1st June 2024 till 19th Aug 2024)
Mr.V Vannirajan, Chief Financial Officer (From 13th Nov 2024)
Mr. Venkatesh Sunduru, Company Secretary and Compliance Officer (Upto 26-Aug-2024)
Mr. Prashanth S, Compliance Officer (From28th Aug 2024 upto 13-Nov-2024)
Mr. Prashanth S, Company Secretary and Compliance Officer (from 13-Nov-2024)
Mr. Krishna Das CS, Chief Executive Officer (from 01-Sep-2025)

iv) Relative of director

Ms. Khushali Mehta

v) Proprietorship Concern of director

Umiya Services
Umiya Builders & Developers

vi) Wholly Owned subsidiary :

Mro-Tek Private Limited (Formerly MRO-TEK Technologies Private Limited)

vii) Partnership Firm - Subsidiary :

Umiya Buildtek

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

35.2 Transactions for the Year Ended

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
With Whole Time Directors		
- Mr.Aniruddha Mehta		
Salary & other allowances	200.00	183.78
Reimbursement of Expenses	4.72	-
Interest Free Unsecured Loan Received	-	667.00
Unsecured Loan Repaid	667.00	-
Directors		
- Mrs.Gauri A Mehta		
Sitting Fees	1.22	0.92
- Mr. Sudhir Kumar Hasija		
Sitting Fees	0.40	0.30
- Mr. Raghu Nambiar		
Sitting Fees	0.60	0.66
- Mr. Harihara Subramanian Venkatesh		
Sitting Fees	1.20	1.10
- Mrs. Nicola Neeladri		
Sitting Fees	0.72	0.82
- Mr. Manjunath Neela		
Sitting Fees	1.22	1.22
Key Managerial Personnel		
- Mr. Krishna Das CS		
Salary & other allowances	38.36	-
Reimbursement of expenses	3.87	-
- Mr. V Vannirajan		
Salary & other allowances	14.05	6.58
Reimbursement of expenses	0.03	0.11
- Mr. G Rengarajan		
Salary & other allowances	-	7.59
- Mr. Srivathsa		
Salary & other allowances	-	7.85
Reimbursement of expenses	-	0.13
- Mr. Prashant Suresh		
Salary & other allowances	7.86	4.20
Reimbursement of expenses	0.01	0.44
- Mr. Venkatesh Sunduru		
Salary & other allowances	-	5.33
Reimbursement of expenses	-	1.25

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Relative of director		
- Ms. Khushali Mehta		
Salary & other allowances	10.09	-
Proprietorship Concern of director		
- Umiya Services		
Building Maintenance Charges Paid	0.64	-
- Umiya Builders & Developers		
Advance towards purchase of property	-	480.00
Advance received back on cancelation of MOU made for purchase of property	480.00	150.00
Bescom Bwssb & Other Infrastructure Charges	-	14.99
Reimbursement of expenses	7.77	-
Lease deposit advance paid	199.68	-
Mro-Tek Private Limited		
Advance Towards Purchase of Raw Materials	2134.00	215.70
\Advance Repaid	1969.89	95.00
Rent & Facilitation Charges Received	237.76	110.17
Expenditure incurred on behalf	0.03	-
Reimbursement of Expenses	23.21	31.89
Investment in Equity (Shares)	80.00	-
Purchase	840.92	236.49
Sales	300.26	260.32
Umiya Buidteck		
Share of (Profit) /Loss	-378.46	0.02
Capital Introduce	8191.00	1333.18
Capital Withdrawn	1775.90	-
Interest Income	252.85	-
Interest Free Advance given	-	666.80
Reimbursement of Expenses	0.14	-
Interest Free Advance received back	666.80	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
35.3 Balance at the Balance Sheet Date		
With Whole Time Directors		
Short term Borrowings		
Mr.Aniruddha Mehta	-	667.00
Remuneration payable		
Mr.Aniruddha Mehta	11.13	10.82
Key Managerial Personnel		
Mr.V Vannirajan	1.13	1.09
Mr. Prashanth S	0.60	0.54
Mr. Krishna Das CS	0.91	-
Proprietorship Concern of director		
Umiya Builders & Developers		
Advance towards purchase of property	-	480.00
Lease deposit	199.68	-
Wholly Owned subsidiary		
Mro-Tek Private Limited		
Advance Receivable	907.00	171.82
Trade Receivable	-	176.24
Trade Payable	807.33	-
Unbilled Revenue	9.63	0.15
Umiya Buidteck		
Interest Free Advance receivable	-	666.80
Reimbursement of Receivable of Umiya Buildtek	-	0.03
Capital Balance with Firm	8354.30	1333.18
Note 36		
Employee Benefit Obligations		
(i) Define Contribution Plan		
Charges to the Statement of Profit and Loss based on Contributions		
i) Employer's Contribution to Provident Fund	30.24	22.84
ii) Employer's Contribution to State Insurance Corporation	0.25	0.35
Total	**30.49**	**23.19**
ii) Employee Benefit Plans		
Gratuity		
36. 1 Expense recognised in the Standalone statement of P&L		
Current service Cost	22.23	6.62
Net Interest Expenses	0.27	0.45
Past service Cost	-	-
Component of defined Benefit costs recognised in the Standalone statement of P&L	**22.51**	**7.07**
Return on Plan assets (excluding amounts included in net interest expense)	0.57	2.79

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Actuarial Gains/Losses arising from changes in financial assumptions	-3.62	1.39
Actuarial Gains/Losses arising from experience assumptions	16.55	-13.02
Actuarial Gains/Losses arising from demographic assumptions	3.51	-
Component of defined Benefit costs recognised in other comprehensive Income	**17.01**	**-8.84**
Total	**39.52**	**-1.77**
36.2 Movements in the present value of the defined benefit obligation are as follows		
Opening defined benefit obligation	44.71	56.80
Current Service Cost	22.23	6.62
Past service Cost	-	-
Interest Cost	2.88	3.69
Benefits Paid	-2.31	-10.77
Remeasurement Loss (gain)	**-**	**-**
Actuarial Loss/gain arising from	**-**	**-**
Financial assumptions	-3.62	1.39
Demographic assumptions	3.51	-
Experience assumptions	16.55	-13.02
Obligations at the end of the year	**83.96**	**44.71**
36.3 Movement in the fair value of the plan assets are as follows		
Opening Fair Value of the planned assets	40.19	50.51
Expected return on Planned assets	2.61	3.24
Actuarial Contribution from the company	0.77	0.00
Benefits Paid	-2.31	-10.77
Remeasurement loss/gain	-	-
Actuarial Gain/Loss	-0.56	-2.79
Closing Fair value of Planned assets	40.70	40.19
36.4 Assumptions		
Interest Rate	7.15%	6.61%
Discount Factor	7.15%	6.61%
Expected rate of return on Plan Assets	6.61%	7.18%
Expected Rate of salary Increase	7.00%	7.00%
Attrition Rate	5%	30%
Retirement Age	60 Years	60 Years

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

36.5 Sensitivity Analysis

Particulars	Year Ended March 31, 2026		Year Ended March 31, 2025	
Defined Benefit obligation (Base)	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	91.59	77.29	42.46	47.17
(% change compared to base due to sensitivity)	9.10%	-7.94%	-5.03%	5.50%
Salary Growth Rate (-/+1%)	78.76	89.51	46.40	42.79
(% change compared to base due to sensitivity)	-6.19%	6.62%	3.78%	-4.29%
Attrition Rate (-/+50% of attrition rates)	84.27	83.67	44.49	44.95
(% change compared to base due to sensitivity)	0.38%	-0.34%	-0.51%	0.54%
Mortality Rate (-/+10% of mortality rates)	83.95	83.97	44.70	44.93
(% change compared to base due to sensitivity)	-0.01%	0.01%	-0.02%	0.49%
(% change compared to base due to sensitivity)	-0.02%	0.49%	-0.01%	0.75%

36.6

On November 21, 2025, the Government of India notified the four Labour Codes — the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 — consolidating 29 existing labour laws. Pursuant to this, the Ministry of Labour & Employment has issued draft Central Rules and FAQs to facilitate the assessment of financial implications arising from the revised regulations. The company has evaluated the incremental financial impact of these changes based on the best information currently available, in line with the guidance issued by the Institute of Chartered Accountants of India. An incremental gratuity charge of Rs. 28.14 lakhs has been recognized during the year ended March 31, 2026.The company continues to closely monitor the finalization of the Central and State Rules and further Government clarifications and will record appropriate accounting adjustments as and when additional guidance becomes available.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 37
Earnings Per equity Share

Particulars	Continued Operations		Discontinued Operations		Continuing and discontinued operations	
	Year Ended March 31, 2026	Year Ended March 31, 2025	Year Ended March 31, 2026	Year Ended March 31, 2025	Year Ended March 31, 2026	Year Ended March 31, 2025
Profit /Loss after Tax	4193.39	605.63	-	-7.92	4193.39	597.71
Less:- Dividend on Preference Share Including Corporate Dividend tax	-	-	-	-	-	-
Proffit /(Loss), Attributable to equity Share holders	4193.39	605.63	-	-7.92	4193.39	597.71
Weighted Average number of Shares used in Computing Basic earnings Per equity share	186.85	186.85	186.85	186.85	186.85	186.85
Add:-Potential Number of equity shares on exercise of ESOP's	-	-	-	-	-	**6**
Weighted Average number of Shares used in Computing Basic earnings Per equity share	186.85	186.85	186.85	186.85	186.85	186.85
Earnings per Share (Rs)	22.44	3.24	-	(0.04)	22.44	3.20
Face Value Per Share (Rs)	5.00	5.00	5.00	5.00	5.00	5.00
Basic (Rs)	22.44	3.24	-	(0.04)	22.44	3.20
Diluted (Rs)	22.44	3.24	-	(0.04)	22.44	3.20

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 38

Contingent Liabilities and Commitments

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Contingent Liabilities and Commitments		
Counter Guarantees to Bank (to the extent of live guarantees issued by bank)	423.21	416.12
Kerala State Electronics Development Corporation Limited *	42.41	37.80
Disputed Central Excise duty**	121.35	121.35
Disputed with GST Department ***	262.96	262.96
Dispute with BSNL****	107.79	

* The Company has Received an order from the Sole Arbitrator and the Order dated 3rd Nov 2023 State that the Company to require to Make Payment of Rs. 34.15 lakhs Towards Claim and Rs. 3.65 lakhs Towards Legal Cost to Keltron along with Interest @12.75% Per Annum Computed on Monthly Compounding Basis from the Date of The Order Till The Date of Payment.

** The Company has received an Order From Cestat Towards of Excise duty for the Period January 2008 to March 2010. As per the CESTAT Order Rs. 58.82 lakhs is Payable Towards Excise duty on Manufacturing against the same input credit of Rs. 466.90 lakhs paid on imported modems has been admitted by CESTAT the Difference of Rs.121.35 lakhs has to be Paid by the Company and against which is Rs.116.80 lakhs has been paid by MRO-TEK Under PLA in Earlier Years and Company is Preferring an Appeal against this Order.

*** The Company received an Order-in-Original (OIO) from the GST Department dated 16th December 2022, pertaining to the GST (CGST & SGST) liability for the period from July 2017 to March 2019. As per the order, a total demand of Rs. 269.97 lakhs was raised, along with applicable interest and penalty.

Subsequently, the Company filed an appeal before the First Appellate Authority (Commissioner, Appeals-II, Bangalore) via Form APL-01 dated 24th March 2023. Upon review, the Commissioner (Appeals-II) dropped an amount of Rs 7.01 lakhs with interest and passed the Order-in-Appeal (OIA), confirming the remaining demand of Rs 262.96 lakhs, along with interest and penalty under Sections 50 and 74 of the CGST/KGST Act, 2017.

The Company is aggrieved by the Order-in-Appeal and intends to prefer an appeal before the GST Appellate Tribunal (GSTAT). However, as of now, the GSTAT is not functional.,

****During FY 2025-26, the Company recognized revenue of Rs. 468.65 lakhs for Q1 to Q3 under the BSNL WCL Project, based on BSNL's letter to continue services, and Rs.116.41 lakhs for Q4, bsed on the renewal service order issued by BSNL on 13th March 2026,. BSNL has retrospectively applied a 23% discount, giving rise to a disputed amount of Rs. 107.79 lakhs for the Q1 to Q3 period. The Company has contested this retrospective application, maintaining - based on BSNL's letter dated 29th March 2025 - that the discount is applicable only prospectively, from Q4 of FY 2025-26 onwards. Based on management's assessment, no provision has been considered necessary in respect of this amount, and the same has been disclosed as a contingent liability, pending final resolution with BSNL.

Pending Legal Cases

Sl.No	Name of the plaintiff	Court Jurisdiction	Cause of legal case
1	Delta Electronics India Private Limited	Karnataka, State consumer Disputes Redressal Commission	Against the warranty given on discontinued business- Solar

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

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Note 39

Segment Reporting

Disclosures pursuant to IND AS 108 prescribed under the Act are

Primary Segment

The Company's primary business segments are Products, Real Estate Development, EMS (Electronic Contract Manufacturing), Solutions (IT & Drone segment has been merged with Solutions segment).

Secondary Segment

The Company's secondary segment is determined based on location of customers / export destinations (Geographical Segment).

The segment revenue in the geographical segments for disclosure are as follows:

Revenue within India includes sales to customers located within India and earnings in India.

Revenue outside India includes sales to customers located outside India and earnings outside India.

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
1 Segment Revenue (Net Sale)		
(a) Product	2,490.98	1,978.71
(b) Real Estate Development	1,713.97	1,609.56
(c) Solutions	1,214.71	1,269.45
Total	**5,419.66**	**4,857.72**
Less :- Inter segment revenue	**-**	**-**
Revenue from Continuing Operations	**5,419.66**	**4,857.72**
Revenue from Discontinued Operation	**-**	**16.06**
Total Revenue from Continuing and Discontinued Operations	**5,419.66**	**4,873.78**
2 Segment Results - Profit / (loss) before tax and interest		
(a) Product	831.59	728.61
(b) Real Estate Development	1,713.97	1,609.56
(c) Solutions	815.85	863.26
Total	**3,361.41**	**3,201.43**
Less:-	**-**	**-**
(a) Interest	1,101.03	1,110.29
(b) Other Un-allocable Expenditure net off	2,321.14	1,708.19
(c) Un-allocable Income	(5,189.75)	(376.64)
(Loss):Profit Before Tax From Continuing Operation	**5,128.99**	**759.59**
(Loss):Profit Before Tax From Discontinuing Operation	**-**	**(7.92)**
(Loss):Profit Before Tax From Continuing & Discontinuing Operation	**5,128.99**	**751.67**
3 Segment Assets		
(a) Product	1,223.76	1,499.77
(b) Real Estate Development	20,959.55	15,379.66
(c) Solutions	3,939.86	3,954.26
(d) Un-allocable assets	290.74	3,312.78
Assets From Continuing Operations	**26,413.91**	**24,146.47**
Assets From Discontinuing Operations	**-**	**-**
Total Assets From Continuing& Discontinuing Operations	**26,413.91**	**24,146.47**
4 Segment Liabilities		
(a) Product	73.60	62.66
(b) Real Estate Development	10,745.03	9,044.92
(c) Solutions	216.26	1,151.52
(d) Un-allocable Liabilities	3,662.59	6,351.60
Liabilities From Continuing Operations	**14,697.48**	**16,610.70**
Liabilities From Discontinuing Operations	**-**	**-**
Total Liabilities From Continuing & Discontinuing Operations	**14,697.48**	**16,610.70**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 40

Financial Risk Management Objective And Policies

The Company's principal financial liabilities comprise Borrowings and Trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include Investments, Trade Receivables, Loans, Cash and Cash Equivalents that derive directly from its operations.

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note presents information about the risks associated with its financial instruments, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company through its training and management standards and procedures aims to maintain a disciplined and constructive control environment in which all employee understand their roles and obligations.

A. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Company's receivables from customers and loans.

The Company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Company's exposure to credit risk primarily relates to investments, trade receivable and cash and cash equivalents. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assess the credit quality of the counterparties taking into account their financial condition, past experience and other factors.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by credit rating agencies.

The Company's Trade and other receivables are actively monitored to review credit worthiness of the customers to whom credit terms are granted and also avoid significant concentrations of credit risks.

Given below is ageing of accounts receivables spread by period of 6 months:

	31-Mar-26	31-Mar-25
Outstanding for more than 6 months	233.46	279.62
	233.46	**279.62**

The company continuously monitors defaults of customers and other counterparties , identified either individually or by the group and incorporates this information into its credit risk controls.

Trade receivables consists of large number of customers spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and where appropriate, credit guarantee insurance cover is purchased.

There is no receivable from single external customer outstanding more than 10% of Company's total revenue for the year ended 31st March 2026 & for previous year ended 31 March, 2025.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managingliquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has an appropriate liquidity Risk management framework for the management of short, medium and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate cash reserves, banking facilities, and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Company's treasury department is responsible for managing the short term and long term liquidity requirements of the Company, short term liquidity situation is reviewed daily by treasury. Long Term liquidity position is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March, 2026 & 31 March, 2025.

As at 31 March 2026	Less than 1 year	1-5 years	More than 5 year	Total
Borrowings	2000.43	6193.97	4338.97	12533.38
Trade Payables	149.83	2.91	-	152.74
Other financial liabilities	240.00	-	-	240.00
Total	**2390.26**	**6196.88**	**4338.97**	**12926.12**

As at 31 March 2025	Less than 1 year	1-5 years	More than 5 year	Total
Borrowings	1482.11	5769.76	5469.25	12721.12
Trade Payables	84.41	-	-	84.41
Other financial liabilities	166.35	-	-	166.35
Total	**1732.87**	**5769.76**	**5469.25**	**12971.88**

c. Market Risk

Market risk is the risk that changes in the market prices, such as foreign exchange rates, interest rates and equity prices will affect the company's income or the value of its holdings of the financial instruments. The objective of market risk management is to manage and control market risk exposures with acceptable parameters, while optimising the return.

The Company is exposed to interest rate risk arises mainly from debt. The Company is exposed to interest rate risk because the fair value of fixed rate borrowings and the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates.

The Company is also exposed to foreign currency risk on certain transactions that are denominated in a currency other than the respective entity's functional currency hence exposures to exchange rate fluctuations arise The risk is that functional currency value of cash flows will vary as a result of movements in exchange rates.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

i) Foreign currency risk exposure

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Foreign Currency	As at 31 March, 2026		As at 31 March, 2025	
	INR	FC	INR	FC
Other current assets - Advance to supplier				
USD	42,06,971	43,900	33,65,844	39,339
Trade Payables				
USD	13,72,046	14,318	11,49,543	13,436

ii) Foreign currency sensitivity analysis

The Company is mainly exposed to currency fluctuation of USD and EUR.

The following table details company's sensitivity to a 10% increase and decrease in the INR against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their transition at the period end for 10% change in foreign currency rates. A positive numbers below indicates an increase in profit or equity where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balance below would be negative

Impact in the statement of profit and loss and total	As at 31 March 2026		As at March 31, 2025	
	INR	FC	INR	FC
Currency of USA ($)	2,83,493	2,958	2,21,630	2,590

In management opinion, the sensitivity analysis is unrepresentative of the foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year

Financial Instrument - Risk Exposure and Fair Value

Interest Rate Risk

At the reporting date the interest rate profile of the company's interest-bearing financial instruments is as follows:

Particulars	March 31, 2026	March 31, 2025
Fixed rate Instruments		
Financial Liabilities	Nil	Nil
Variable rate Instruments		
Financial Liabilities		
-Bank Overdraft	1102.52	73.26
-Term Loan		
from Bank	6928.75	7386.79
from Financial Institutions	4502.11	4594.07
Total	**12533.38**	**12054.12**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have (increased) / decreased equity and profit or loss by the amounts shown below . This analysis assumes that all other variables, in particular foreign currency rates remains constant

Effect	Profit /(Loss)	
	100 bps increase	100 bps decrease
31st March 26	-125.33	125.33
31st March 25	-120.54	120.54

D. Capital Management

The Company manages its capital to ensure that Company will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Capital structure of the Company consists of net debt borrowings (Note 18 & Note 21) offset by cash and bank balances and total equity of the Company.

The Company is not exposed to any externally imposed capital requirements

The Company's Capital Gearing ratio is as follows:

Particulars	March 31, 2026	March 31, 2025
Debt	12533.38	12721.12
Less: Cash and cash Balances	12.53	2.13
Net Debt	12520.85	12718.99
Total Equity	**11716.43**	**7535.77**
Gearing Ratio	**1.07**	**1.69**

Debt is defined as long term borrowings (including current maturity) and short term borrowings

Note 41

a) Value of Imports

Particulars	March 31, 2026	March 31, 2025
Value of Imports calculated on C.I.F basis		
Raw Materials, Components and Finished Goods	951.18	1171.73
Capital Goods	-	-
Expenditure in foreign currency		
Travelling	38.33	14.88
Earnings in foreign exchange		
Export of goods and services on F.O.B	1.56	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 41

b) Details of research and development expenditure incurred (charged to Statement of Profit and Loss)

Particulars	March 31, 2026	March 31, 2025
Employee benefit expenses	39.97	74.59
Travelling Expenses	0.11	-
Communication expenses	0.16	-
Rent	0.36	-
Others	0.07	-
Total	**40.67**	**74.59**

Note 42

a) Major components of tax expense/ (income)

Particulars	March 31, 2026	March 31, 2025
Profit before income taxes -		
From continuing operations	5128.99	750.75
From discontinued operations	-	-7.92
Indian statutory income tax rate	25.17%	25.17%
Expected income tax expense	**1290.86**	**186.96**
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expenses		
Income exempt comes from tax	95.25	-
Effect of expenses that are not deductible in determining taxable profit	-244.18	-15.58
Effect of differential tax rate for Income in taxble profit	273.04	-
Effect of Income exempt from LTCG	-	-
Effect of previously unrecognised and unused tax losses used to reduce tax expense	586.79	-16.59
Effect on deferred tax balances due to the change in income tax rate	-	-
Impact on deferred tax on account of fixed assets	-85.50	-
Impact on deferred tax on account of other items	-500.72	-
Changes in recognised deductible temporary differences	230.58	65.17
Total effect of tax adjustments	**355.26**	**33.00**
Total Income tax expense	**935.60**	**153.96**

b) Tax expense/(Income) on remeasurement of defined benefit plan amounting to Rs 4.28 Lakh (PY Rs. 2.22 Lakhs) has been recognised in OCI.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

c)

Deferred tax (liability) / Asset	March 31, 2026	March 31, 2025
Deferred tax (liability)/ Assets on account of :		
On Fixed Assets	-311.32	-265.83
Deferred tax asset on account of :		
Others	339.28	875.73
Total	**27.96**	**609.90**

Note 43

Notes on accounts and other explanatory information

a) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):

Dues in respect of, Micro and Small enterprises who have duly registered themselves under the relevant Act and furnished the statutorily required proof thereof, are being regularly met as per agreed terms. Disclosures as required under MSMED are:

Particulars	March 31, 2026	March 31, 2025
Principal amount (including overdue amount) outstanding at the beginning of the year	4.41	4.76
Interest amount outstanding at the beginning of the year	-	-
Interest (out of the above) paid during the year	-	-
Amount paid after due date during the year	-	-
Interest paid on the amount unpaid after due date during the year	-	-
Overdue amount outstanding at the end of the year'	-	-
Principal amount (other than overdue amount) outstanding at the end of the year	28.54	4.41
Interest accrued and remaining unpaid at the end of the year	-	-

b) Discontinuing operation

Particulars	March 31, 2026	March 31, 2025
Revenue from Operations	-	16.06
Cost of materials consumed	-	-24.02
Gross Profit/(Loss)	-	-7.96
Employee benefits expenses	-	-
Finance Cost	-	-
Depreciation and amortization expenses	-	-
Other Income	-	0.04
Other Expenses	-	-
Net loss from Discontinuing operation	**-**	**-7.92**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

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c) Other Information required under companies Act, 2013

i. Consumption of raw materials

Particulars	March 31, 2026	March 31, 2025
Capacitors	3.99	7.61
Connectors	4.53	5.52
Integrated Circuits	31.68	52.66
Populated PCBs	774.26	599.13
P-BOX	9.05	14.34
Printed Circuit Boards	11.00	30.08
Transceiver	19.92	43.03
Resistors	0.40	1.80
Transformers	1.65	4.11
Others	539.34	216.18
EMS	-	24.02
Solutions & Others	578.46	283.04
Sub total	1974.28	1281.52
Discontinuing operation (EMS)	**-**	**24.02**
Continuing Operation	**1974.28**	**1257.50**

ii. Composition of raw materials

Particulars	March 31, 2026		March 31, 2025	
	Value in Rs.	%	Value in Rs.	%
Indigenous	839.77	43%	405.73	32%
Imported	1134.51	57%	875.79	68%
Total	**1974.28**	**100%**	**1281.52**	**100%**

iii. Working in progress under broad head

Particulars	March 31, 2026	March 31, 2025
Connector	0.51	0.99
Capacitor	1.19	2.48
IC	5.36	15.22
Multiplexers	8.84	-
Mechanical	6.62	7.26
PCB	0.46	2.71
Others	79.85	85.23
Solutions	19.28	46.12
Total	**122.11**	**160.01**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

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iv. Finished Goods under broad head

Particulars	March 31, 2026	March 31, 2025
Modem	9.69	7.10
Converters	34.88	23.19
Ethernet Switch	71.89	49.04
Multiplexers	159.94	64.03
Others	0.10	2.12
Routers	5.05	3.84
Total	**281.55**	**149.32**

v. Gross Income

Particulars	March 31, 2026	March 31, 2025
Switch	1083.63	530.95
Modems	36.55	34.61
Convertors	167.17	316.34
Router	325.80	277.94
Multiplexers	711.13	743.10
Racks	2.58	3.71
Others	58.17	20.42
GPON	10.88	1.68
EMS	-	16.06
Product Services	34.86	49.63
Solutions	128.02	503.88
Sub total	2558.79	2498.32
Discontinuing operation (EMS)	**0.00**	**16.06**
Continuing Operation	**2558.79**	**2482.26**

(d) (i) Disclosers Under Ind AS 116

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Details of leasing arrangements		
As Lessee		
Operating Lease		
The Company has entered into lease arrangements for certain facilities and office premises. The leases are non-cancellable and have lease terms ranging from two years to ten years. The lease agreements contain escalation clauses providing for annual increases in lease rentals of 4% and 5%, respectively, upon completion of each year, in accordance with the terms of the respective agreements.		
Future Non-Cancellable minimum lease commitments		
not later than one year	273.08	40.95
later than one year and not later than five years	1433.27	203.41
later than five years	1831.87	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

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(ii) Amount recognised in statement of profit and loss

Particulars	31st March, 2026	31st March, 2025
Amortisation Expenses on right of Use Assets	40.61	1.79
Interest Expenses on Lease Liability	16.47	0.75

Note 44

Financial Instruments

The carrying value and fair value of Financial Instruments by categories are as follows:

Carrying Value and fair value

Financial Assets	March 31, 2026	March 31, 2025
Measured at FVTPL		
Non Current		
Investments	503.07	-
Measured at Cost		
Non Current		
Investments	8454.30	1353.18
Measured at Amortised cost		
Non Current		
Trade Receivables - Unbilled	204.63	387.05
Loans	-	-
Others	146.20	2882.40
Current		
Trade Receivables - Billed	1282.05	728.01
Trade Receivables - Un Billed	1064.40	817.44
Cash and Cash Equivalents	12.53	2.13
Other Bank balances	134.41	1290.31
Others	0.10	716.69
Total	**11801.69**	**8177.21**

Financial Liabilities	March 31, 2026	March 31, 2025
Measured at Amortised cost		
Non Current		
Borrowings	10569.39	11342.60
Lease Liability	127.56	169.45
Current		
Borrowings	1963.99	1378.51
Lease Liability	41.89	24.48
Trade Payables	152.74	84.43
Other financial liabilities	240.00	166.35
Total	**13095.57**	**13165.82**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 45

Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance **
(i) Current Ratio	Total Current assets	Total current liabilities	1.70	1.62	5%	NA
(ii) Debt-Equity Ratio,	Total debt	Shareholders equity	1.07	1.69	-36.63%	**Increase in shareholders fund in current year compared to previous year on account of profits.**
(iii) Debt Service Coverage Ratio,	Earnings available for debt service	Debt service	2.86	1.15	149%	**Increase in profits in current year compared to previous year.**
(iv) Return on Equity Ratio,	Profit after tax less dividend on	Average shareholders equity	0.43	0.08	433%	Increase in other income and sales during the current year
(v) Inventory turnover ratio,	Cost of goods sold	Average inventory	1.22	1.53	-20%	Purchase of excess Inventory during the previous year
(vi) Trade Receivables turnover ratio,	Net credit sales	Average account receivable	5.13	7.35	-30%	Increase in Trade receivables during the current year compared to previous year
(vii) Trade payables turnover ratio,	Net credit purchases	Average trade payable	18.58	11.70	59%	Increase in Trade Payables on account of Increase in Credit Purchases
(viii) Net capital turnover ratio,	Net sales	Average working capital	2.85	2.03	40%	Decrease in working capital during the year
(ix) Net profit ratio,	Net profit after tax	Net sales	0.77	0.12	534%	**Increase in other income and sales during the current year**
(x) Return on Capital employed,	Earnings before tax and interest	Capital employed	0.09	0.07	36%	Increase in other income and sales during the current year
(xi) Return on investment.	Income generated from invested funds	Average invested funds in treasury investments	0.07	-	N/A	**N/A**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

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Note 46
Additionals regulatory informations:

(a) Company has working capital from Banks sanctioned on the basis of Security of current assets.
The quarterly details filed by the company to the bank are as under :

(i) FY - 25-26

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Jun-25	Stock	HDFC BANK	1600	1520.11	1172.37	347.74	Provision made for Non/Slow moving stock not considered & Entry towards Unbilled Revenue
	Value of Stock - Adjusted on account of IND AS 116			831.39	-	831.39	Not Disclosed
	Debtors			252.13	337.65	-85.52	Provision made for Doubtful Debts and unapplied credits
Sep-25	Stock	HDFC BANK	1600	1369.45	999.64	369.81	Provision made for Non/Slow moving stock not considered & Entry towards Unbilled Revenue.
	Value of Stock - Adjusted on account of IND AS 116			620.90	-	620.90	Not Disclosed
	Debtors			563.83	355.06	208.77	Provision made for Doubtful Debts and unapplied credits

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Dec-25	Stock	HDFC BANK	1600.00	1628.13	974.90	653.23	Provision made for Non/ Slow moving stock not considered
	Value of Stock - Adjusted on account of IND AS 116			1291.57	-	1291.57	Not Disclosed
	Debtors			766.45	1976.72	-1210.27	Provision made for Doubtful Debts and unapplied credits & Entry towards Unbilled Revenue
Mar-26	Stock	HDFC BANK	1600.00	1770.64	1051.90	718.74	Provision made for Non/Slow moving stock not considered
	Value of Stock - Adjusted on account of IND AS			1261.47	-	1261.47	Not disclosed
	Debtors			1282.05	2603.83	-1321.78	Provision made for Doubtful Debts and unapplied credits and entry towards unbilled revenue

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

(i) FY - 24-25

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Jun-24	Stock	HDFC Bank	600.00	1561.35	1820.38	-259.03	Provision made for Non/Slow moving stock not considered & Entry towards Unbilled Revenue.
	Value of Stock - Adjusted on account of IND AS 116			513.04	-	513.04	Not Disclosed
	Debtors			367.26	372.67	-5.41	Provisions made for doubtful debts and Unapplied credits
Sep-24	Stock	HDFC Bank	600.00	1446.44	1647.05	-200.61	Provision made for Non/Slow moving stock not considered and entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			553.92	-	553.92	Not Disclosed
	Debtors			465.81	441.78	24.03	Provision made for Doubtful Debts and unapplied credits

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Dec-24	Stock	HDFC Bank	600.00	1545.46	1473.92	71.54	Provision made for Non/Slow moving stock not considered & Entry towards Unbilled Revenue.
	Value of Stock - Adjusted on account of IND AS 116			497.93	-	497.93	Not Disclosed
	Debtors			497.93	763.00	-265.07	Provision made for Doubtful Debts and unapplied credits
Mar-25	Stock	HDFC BANK	600.00	1591.70	1430.25	161.45	Provision made for Non/Slow moving stock not considered & Entry towards Unbilled Revenue.
	Value of Stock - Adjusted on account of IND AS 116			439.68	-	439.68	Not Disclosed
	Debtors			831.03	661.50	169.53	Provision made for Doubtful Debts and unapplied credits

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

ii) The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956

iii) The Company does not have any Benami property, where any proceeding has been initiated or pending against for any Benami property.

iv) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

v) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

vii) The Company has not advanced or loaned or invested fund to any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

viii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

ix) 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

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

Note 47
CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company is required to spend at least 2% of its average net profits of the three immediately preceding financial years on Corporate Social Responsibility (CSR) activities if it meets the prescribed applicability criteria. During the year, the company did not meet the criteria specified under Section 135 of the Companies Act, 2013 and, accordingly, the CSR provisions, including the requirement to incur CSR expenditure, were not applicable to the company.

Note 48

Amount has been rounded off to nearest Lakhs & decimal thereof.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

Note 49

Previous year's figures have been regrouped / reclassified / restated wherever necessary to correspond with the current year's classification/disclosure.

As per our attached report of even date
For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

For and on behalf of the Board of Directors
of Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Deepak Kamath
Partner
Membership Number : 218292

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Place : Bengaluru
Date: 27-04-2026

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and
Compliance Officer

Independent Auditor's Report

To the Members of Umiya Buidcon Limited
(Formerly known as MRO-TEK Realty Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of MRO-TEK Realty Limited hereinafter referred to as "the Holding Company"),its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated 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 consolidated state of affairs of the Group as at March 31, 2026, the consolidated loss (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidatedfinancial statements.

Key Audit Matters

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

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

Sr. No	Key Audit Matter	Auditor's Response
1.	**Inventory Management**	
	We refer to Consolidated financial statements' note no 2.11 accounting policy and note no 8 disclosure on inventories. At the balance sheet date, the value of inventory is to Rs 10287.50 lakhs representing 38.59% of total assets. Inventories were considered as key audit matter due to size of the balance and because inventory valuation involves management judgement. According to Consolidated financial statements' inventories are valued at lower of cost or net realisable value.	***Audit Procedures*** Our audit approach consisted testing of the design and operating effectiveness of the internal controls as follows: • Accessing the compliance of Company's accounting policy over inventory with applicable standards. • Evaluated the design of internal controls relating to assessing the inventory management and valuation process and practices. • Selected samples and tested the operating effectiveness of the key control. • Assessing the analyses and assessment made by management with respect to slow and obsolete stock. • We have assessed the adequacy of the Group's disclosures related to inventories.
2.	**Trade Receivable**	
	Trade Receivables are significant to the Group's Consolidated financial statements. The Collectability of trade receivables is a key element of the group's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business and the requirements of customers, various contract terms are in place, there is a risk that the carrying values may not reflective of their recoverable amounts as at the reporting date, which would require an impairment provision. Where there are indicators of impairment, the company undertakes assessment of the recoverability of the amounts. Given the magnitude and inherent uncertainty involved in the judgement, involved in estimating impairment assessment of trade receivables, we have identified this as a key audit matter.	***Audit Procedures*** Our audit procedures are follows: • The assessment of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. • Assessing the impact of impairment on trade receivables requires judgement and we evaluated management s assumptions in determining the provision for impairment of trade receivables, by analysing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable. • We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. • We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures.

Other Information

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

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

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

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

The Holding Company's Board of Directors is responsible for preparation and presentation of these Consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, including other comprehensive income, consolidated changes in equity and consolidated cash flows of the group in accordance with the Ind AS and other accounting principles generally accepted in India,specified under Section 133 of the Act read with the rules made thereunder. The respective Board of Directors of the companies included in the group are responsiblefor maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Companies 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose ofpreparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, The respective management of the companies included in the group are responsible for assessing the ability of their respective companies 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 group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidatedfinancial 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 Consolidated 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 Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to financial statement 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 Group'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 consolidated 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 theGroup to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the standalone financial statements of Holding company included in the consolidated financial statements of which we are the independent auditors. For subsidiary included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the holding company and such other entities included in the consolidated financial statement of which we are independent auditors 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 Consolidated financial statements of the current year 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

We did not audit the financial statements and other financial information, in respect of subsidiary company Mro-Tek Private Limited(Formerly MRO-TEK Technologies Private Limited) (Wholly owned subsidiary) and Umiya Buildtek (Partnership Firm),whose financial statements reflect total assets (before consolidation adjustments) of Rs. 9096.54 lakhs as at 31 March 2026, total revenue (before consolidation adjustments) of Rs. 2979.88, total net profit after tax (before consolidation adjustments) of Rs. 642.46 lakhs, total comprehensive income (before consolidation adjustments) of Rs. 642.46 lakhs and net cash inflows (before consolidation adjustments) of Rs 2.32 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these wholly owned subsidiary and partnership firm, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid wholly owned subsidiary and partnership firm is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements to which reporting under CARO is applicable, as provided to us by the Management of Holding Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

Sl No	Name of Company included in the consolidated financial statements	CIN	Whether Holding Company/ Subsidiary/ Associate / Joint Venture	Clause number of the CARO Report of the company which is qualified or adverse
1	Umiya Buildcon Limited	L28112KA1984PLC005873	Holding Company	Clause (vii)

2) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   a) We/the other auditors whose report we relied upon 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 of aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books & reports of the other auditors, except for certain matters in respect of audit trail as stated in the paragraph 2(h)(vi) below.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement ofChanges in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevantbooks of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on recordby the Board of Directors of the Holding Company & subsidiary company, none of the directors of the group's companies incorporated in India, is disqualified as on March 31, 2026 from being appointed asa director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, incorporated in India, andthe operating effectiveness of such controls, refer to our separate Report in "**Annexure A**" to this report.

g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the year ended March 31, 2026 is in accordance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013. No managerial remuneration has been paid or provided by the subsidiary company incorporated in India during the year and accordingly the provisions of Section 197 are not applicable to such subsidiary company;

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements as well as the other financial information of the subsidiary, as noted in the 'Other matter' paragraph:

i) The Group has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements –Refer Note 38 to the Consolidated financial statements.

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

iii) There were no amounts which were required to betransferred to the Investor Education and ProtectionFund by the Holding Company during the yearended March 31, 2026.

iv) a) The respective managements of the Holding Company and its subsidiary company which is incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief and as disclosed in note 44 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary company to or in any otherperson(s) or entity(ies), including foreign entities ("Intermediaries"), with the

understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or investin other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or such subsidiary company ("Ultimate Beneficiaries") or provide any guarantee,security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiary company which is incorporate din India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief and as disclosed in note 44 to the consolidated financial statements, no funds have been received by the respective Holding Company or such subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) In our opinion and based on the audit procedures we have considered reasonable and appropriate in the circumstances, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v) The Holding Company has not proposed any divided during the financial nor in previous year. Accordingly reporting under Rule 11(f) of the Companies (Audit and Auditors) Rules 2014 not applicable to the Company.

vi) Based on our examination, which included test checks, the Holding Company and its subsidiary company which are companies incorporated in India has used accounting software systems for maintaining its books of account. The said software systems have a feature of recording audit trail (edit log) facility. The audit trail feature has operated throughout the year for all relevant transactions recorded in the software, except that the feature enabling display of the original and updated voucher (i.e., the before and after view of changes made) was not enabled for the entire period under audit and was enabled only during a part of the year.

During the course of our audit, we did not come across any instance of the audit trail feature being tampered with. Further, the audit trail has been preserved by the Company in accordance with the statutory requirements for record retention as prescribed under the Companies Act, 2013 and the rules made thereunder.

For K S Aiyar & Co
Chartered Accountants
ICAI Firm's Registration No.100186W

Deepak Kamath
Partner
Membership No.218292
UDIN: 26218292LIKZME9035

Place: Bengaluru
Date: 27th April, 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited) ("the Holding Company") of even date)

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

We have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") of Umiya Buildcon Limited (Formerly Known as MRO-TEK Realty Limited) ("the Holding Company") as of March 31, 2026 in conjunction with our audit of the Consolidatedfinancial statements of the group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated 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 controlswith reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with Reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation

of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with Reference to Consolidated 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 Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with Reference to Consolidated 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 Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with Reference to Consolidated 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 Holding Company and its subsidiary company have maintained in all material respects, an adequate internal financial controls with reference to these consolidated financial statement and such internal financial controls with reference to these consolidated financial statement were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K S Aiyar & Co
Chartered Accountants
ICAI Firm's Registration No.100186W

Deepak Kamath
Partner
Membership No.218292
UDIN: 26218292LIKZME9035

Place: Bengaluru
Date: 27th April, 2026

CONSOLIDATED BALANCE SHEET

as at 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3 (i)	655.49	1044.74
(b) Investment Property	3(ii)	10710.28	10891.04
(c) Intangible Assets	3 (i)	0.14	0.34
(d) Right-Of-Use Assest	3 (iii)	270.69	201.29
(e) Financial Assets			
(i) Financial assets - Investments	4	503.08	-
(ii) Trade receivables 5			
(a) Billed	5(i)	-	103.02
(b) Un Billed	5(ii)	204.63	387.05
(iii) Others	6	154.45	4882.40
(f) Deferred tax assets (net)	7	36.23	608.16
(g) Other non-current assets	8	865.72	498.65
Total Non - Current Assets		**13400.71**	**18616.69**
Current assets			
(a) Inventories	9	10287.50	1695.65
(b) Financial Assets			
(i) Loans and Advances	10		
(i) Trade receivables	10		
(a) Billed	10(i)	1323.40	641.99
(b) Un Billed	10(ii)	1054.76	817.44
(ii) Cash and cash equivalents	11	23.54	19.55
(iii) Bank Balances other Than (ii) Above	12	134.41	1290.31
(iv) Others	13	0.58	716.69
(c) Current Tax Assets (Net)	14	-	264.08
(d) Other current assets	15	432.92	737.26
Total Current Assets		**13257.11**	**6182.97**
Total Assets		**26657.82**	**24799.66**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	16	934.23	934.23
(b) Other Equity	17	10561.92	6558.38
(c) Non-controlling Interest		27.78	666.81
Total Equity		**11523.93**	**8159.42**

CONSOLIDATED BALANCE SHEET

as at 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

LIABILITIES			
Non-current liabilities			
(a) Deferred tax liabilities (Net)	7		
(b) Financial Liabilities			
(i) Borrowings	18	10582.02	11342.61
(ii) Lease Liabilty	3 (iii)	127.56	169.45
(c) Provisions	19	83.36	41.09
(d) Other Non Current Liabilities	20	1178.88	1187.86
Total Non-current liabilities		**11971.82**	**12741.01**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	1970.07	1378.51
(ii) Lease Liabilty	3 (iii)	41.89	24.48
(iii) Trade payables	22		
- Total outstanding dues of micro enterprises and		28.65	7.66
- Total outstanding dues of creditors other than		159.63	82.50
(iii) Other financial liabilities	23	262.02	166.49
(b) Other current liabilities	24	292.52	2192.32
(c) Provisions	25	80.00	45.23
(d) Current tax liabilities(net)	26	327.29	2.04
(e) Liabilities towards Assets classified as held for sale			
Total Current liabilities		**3162.07**	**3899.23**
Total Liabilities			
Total Equity and Liabilities		**26657.82**	**24799.66**

The accompanying notes are integral part of consolidated financial statements.

As per our attached report of even date

For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

Deepak Kamath
Partner
Membership Number : 218292

Place : Bengaluru
Date: 27-04-2026

For and on behalf of the Board of Directors
of Umiya Buildcon Limited
(Formerly known as MRO-TEK Realty Limited)

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and
Compliance Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Notes	For the year ended March 31, 2026	For the yearended March 31, 2025
I Revenue from operations	27	7236.51	4860.78
II Other Income	28	4342.37	276.43
III Total Revenue (I + II)		**11578.88**	**5137.21**
IV EXPENSES			
(a) Cost of materials consumed	29	2425.08	1159.80
(b) Purchase of Stock in Trade		164.39	449.95
(c) Changes in stock of finished goods, work-in-progress, stock-in-trade and real estate inventory	30	-8541.18	-1030.70
(d) Purchases of Land and related cost		8363.10	965.57
(e) Employee benefit expense	31	1016.34	760.65
(f) Finance costs	32	1101.77	1110.31
(g) Depreciation and amortisation expense	3 (i),3 (ii),3 (iii)	345.20	310.40
(h) Other expenses	33	1213.64	661.37
Total Expenses (IV)		**6088.34**	**4387.35**
V Profit/(loss) before exceptional items and tax (III - IV)		**5490.54**	**749.86**
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V - VI)		**5490.54**	**749.86**
VIII Tax Expense			
(1) Current tax		695.25	2.30
(2) Deferred tax		576.21	155.69
(3) (Excess)/ Short provision of eariler years		-0.38	-
Total tax expense (VIII)		**1271.08**	**158.00**
IX Profit/(loss) after tax from continuing operations (VII - VIII)		**4219.46**	**591.86**
X Profit/(loss) before tax from discontinued operations		**-**	**-7.92**
XI Tax Expense for discontinued operation		**-**	**-**
XII Profit/(loss) after tax from discontinued operations (X - XI)		**-**	**-7.92**
XIII Profit/(loss) for the period (IX + XII)		**4219.46**	**583.94**
XIV Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans	34	-17.01	-8.84
(ii) Income tax on item that will not be reclassified to			
Statement of Profit and Loss		4.28	2.22
XV Total comprehensive income for the period (XIII + XIV)		**4206.73**	**577.32**
XVI (i) Net Profit Attributable to:			
a) Owners of the Company		4016.26	583.95
b) Non-controlling Interest		203.20	-0.01
(ii) Other Comprehensive Income Attributable to:			
a) Owners of the Company		-12.73	-6.62
b) Non-controlling Interest		-	-
(iii) Total Comprehensive Income Attributable to			
a) Owners of the Company		4003.53	577.33
b) Non-controlling Interest		203.20	-0.01

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2025

All amounts are in Rupees in lakhs unless otherwise stated

XVII	Paid-up equity share capital (Face Value Rs. 5 each, fully paid-up)		934.23	934.23
XVIII	Other Equity			
	(i) Earnings Per Equity Share (for Continuing operations)			
	(a) Basic	Rs.	22.58	3.17
	(b) Diluted	Rs.	22.58	3.17
	(ii) Earnings Per Equity Share (for Discontinued operations)			
	(a) Basic	Rs.	-	(0.04)
	(b) Diluted	Rs.	-	(0.04)
	(iii) Earnings Per Equity Share (for Continuing and Discontinued operations)			
	(a) Basic	Rs.	22.58	3.13
	(b) Diluted	Rs.	22.58	3.13

The accompanying notes are integral part of consolidated financial statements.

As per our attached report of even date

For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

Deepak Kamath
Partner
Membership Number : 218292

Place : Bengaluru
Date: 29-04-2025

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Equity share capital

Particulars	No. of Shares	Amount
Balance at the March 31, 2024	**186.85**	**934.23**
Changes in equity share capital during the year	-	-
Balance at the March 31, 2025	**186.85**	**934.23**
Changes in equity share capital during the year	-	-
Balance at the March 31, 2026	**186.85**	**934.23**

Other Equity

Particulars	Reserves & Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Other Compre-hensive Income	Retained earnings	
Balance at April 01, 2024	**1.10**	**1,769.07**	**102.85**	**4,830.00**	**9.91**	**-731.84**	**5981.08**
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	1.10	1,769.07	102.85	4,830.00	9.91	-731.84	5981.08
Profit for the year	-	-	-	-	-	583.94	583.94
Other comprehensive income for the year	-	-	-	-	-6.64	-	-6.64
Balance at March 31, 2025	**1.10**	**1,769.07**	**102.85**	**4,830.00**	**3.27**	**-147.90**	**6558.38**
Changes in accounting policy / prior period errors -	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	**1.10**	**1,769.07**	**102.85**	**4,830.00**	**3.27**	**-147.90**	**6558.38**
Profit for the year	-	-	-	-	-	4016.26	4016.26
Other comprehensive income for the year	-	-	-	-	-12.73	-	-12.73
Balance at March 31, 2026	**1.10**	**1769.07**	**102.85**	**4830.00**	**-9.46**	**3868.36**	**10561.92**

As per our attached report of even date

For K.S.Aiyar & Co

Chartered Accountants

ICAI Firm's registration number:100186W

Deepak Kamath
Partner
Membership Number : 218292

Place : Bengaluru
Date: 27-04-2026

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from operating activities		
Profit before tax from continuing operations for the year	5490.54	749.86
Profit before tax from discontinuing operations for the year	-	-7.92
Adjustments for:		
Finance costs recognised in profit or loss	1085.30	1109.56
Interest cost Financail liability at amortised cost	16.47	0.75
Interest income recognised in profit or loss	-	-250.79
Net (gain)/loss on disposal of assets	-3704.63	15.17
Depreciation and amortisation expense	345.20	310.40
Provision for Doubtful Trade Receivables	11.84	-
Provision for Doubtful Trade Receivables written back	-	-1.88
Bad debts written off	-	1.46
Amount no longer required written off	0.18	-
Fair Value (Gain) /Loss on Mutual Fund – FVTPL	-3.10	-
Profit on sale of Mutual fund	-13.43	-
Net foreign exchange (gain)/loss	0.17	-0.99
	3228.54	**1925.63**
(Increase)/decrease in trade and other receivables	-645.32	-193.50
(Increase)/decrease in inventories	-8591.86	-1104.38
(Increase)/decrease in other financial assets	5393.60	-2722.55
(Increase)/decrease in other assets	336.55	517.93
Increase/(Decrease) in trade and other payables	98.05	-122.47
Increase/(Decrease) in provisions	77.02	17.82
increase/(Decrease) in other financial liabilities	95.53	46.47
increase/(Decrease) in other liabilities	141.23	-30.39
Cash generated from operations	**133.34**	**-1665.43**
Income taxes paid	-122.80	-23.49
Net cash generated by operating activities -(A)	**10.55**	**-1688.93**
Cash flows from investing activities		
Purchase of Property Plant and Equipment (including Adjustments on Account of Capital Work-in-progress, Capital Creditors and Capital Advances)	-590.50	-80.73
Sale Proceeds from Property Plant and Equipment	2001.66	-
Proceeds from Investments in Mutual fund	1843.36	-
Investments in Mutual fund	-2329.90	-
Advance Received for Sale property,plant and equipment's	0.00	2050.00
Interest received	50.47	216.52
(Investment in bank deposits) / Redemption/maturity of term deposits having original maturity of more than 3 months	1155.89	-405.93
Net cash (used in)/generated by investing activities	**2130.98**	**1779.86**

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from financing activities		
Proceeds from borrowings-Bank and Financial Institutions	1029.25	1228.49
Proceeds from unsecured borrowings- Related Party	-	667.00
Repayment of borrowings - related party	-667.00	-
Payment of lease liabilites	-24.48	-
Repayment of borrowings	-531.28	-858.47
Interest paid	-1101.77	-1109.57
Changes in Non-Controlling interest	-842.22	-0.02
Net cash used in financing activities (C)	**-2137.50**	**-72.56**
Net increase in cash and cash equivalents (A)+(B)+(C)	**4.02**	**18.37**
Opening Cash and cash equivalents	**19.55**	**1.18**
Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-
Closing Cash and cash equivalents	**23.57**	**19.55**
Components of cash and cash equivalents as at end of the Year		
Balance with banks:		
on Current account:	22.97	19.39
Deposit accounts		
Cash on hand	0.57	0.16
Total cash and cash equivalents as per Balance sheet	**23.54**	**19.55**

Note : The above Consolidated Cash Flow Statement is prepared under the "Indirect Method" as set out in the Indian Accounting Standards (Ind AS-7) - Statement of Cash Flows

As per our attached report of even date

For K.S.Aiyar & Co

Chartered Accountants

ICAI Firm's registration number:100186W

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Deepak Kamath
Partner
Membership Number : 218292

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

Place : Bengaluru
Date: 27-04-2026

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Notes forming part of the Consolidated financial statements

Note No. 1 General Information

Umiya Buildcon Limited (Formerly Known as MRO-TEK Realty Limited) (the "Holding Company") was incorporated in the year 1984. The holding company's core business activity is manufacture and supply, as well as distribution of Access and Networking equipment & Solutions. The holding company entered into real estate segment during the year 2016.The Holding company's name has been changed to Umiya Buildcon Limited with effect from Feb 18, 2025 and the registered office of the holding company is shifted to No 6, " Maruthi Complex ", New BEL Road, Chikkamaranahalli, Bangalore – 560054 on May 12,2016.

The Equity shares of the holding company are listed in Bombay Stock Exchange of India, Mumbai and National Stock Exchange of India Limited, Mumbai.

The Consolidated Financial Statements relate to Umiya Buildcon Limited (Formerly Known as MRO-TEK Realty Limited) (the "Holding Company") and its Wholly owned Subsidiary Companies MRO-TEK Private Limited (Formerly known as MRO-TEK Technologies Private Limited) incorporated in India on 26th December 2022 in which the Holding company has 100 % equity holding and Umiya Buildtek (Partnership Firm) in which the Holding Group's has 50%, hereinafter referred to as the "Group".

The Consolidated Financial Statements for the year ended 31st March, 2026 have been reviewed by the Audit Committee and approved by the Board of Directors of the Holding company at their meetings held on 27th April, 2026.

Basis of Consolidation

The Consolidated Financial Statements comprise the financial statements of the Holding company and its subsidiaries as at 31st March, 2026. Subsidiary are entities controlled by the Holding company. The Holding company controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Non-controlling Interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Group. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and consolidated balance sheet. Total comprehensive income is attributed to the non- controlling interests based on their respective interests in a subsidiary, even if this results in non-controlling interests having a deficit balance. Non-controlling interests (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the Investments to the extent of the Holding Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note No. 2 Material accounting policies

2.1 Basis of Preparation of Financial Statements

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (there 'Act') and other relevant provisions of the Act, as amended from time to time.

2.2 Use of Estimates and Judgements

The consolidated financial statements have been prepared on the historical cost basis except for: - certain financial assets and liabilities (including derivative instruments), plan assets of the defined benefit plan and equity settled share based payments that are measured at fair values at the end of each reporting period.

2.3 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

2.3.1 Sale of goods

Revenue is recognised upon the transfer of control of promised goods to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods, as specified in the contract with the customer. In respect of sale of goods, control is generally transferred at a point in time, which is usually upon dispatch or delivery to the customer, as per the terms of the contract. The transaction price is determined based on the consideration specified in the contract with the customer and is adjusted for variable consideration, such as volume discounts, rebates, promotional allowances, price concessions, incentives, and returns, where applicable. Variable consideration is estimated at contract inception and is constrained to the extent that it is highly probable that a significant reversal will not occur. Amounts collected on behalf of the government, such as goods and services tax (GST) or other indirect taxes, are excluded from revenue.

2.3.2 Rendering of services

Revenue from rendering services is recognised in accordance with the performance obligations and the allocated transaction price. The outcome of a transaction is considered reliably measurable when all of the following conditions are satisfied:

The amount of revenue can be measured reliably;
It is probable that the economic benefits associated with the transaction will flow to the company;
The stage of completion of the transaction at the reporting date can be measured reliably; and
The costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

2.3.3 Recognition of revenue from sale of land and development rights

Revenue from sale of land and development rights is recognized upon transfer of control on the real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Revenue from sale of land and development rights is only recognized when transfer of legal title to the buyer is not a condition precedent for transfer control on the property to the buyer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

2.3.4 Royalties

Share of profit and royalty income under manufacturing and supply agreements with customers are accrued based on confirmation received from customers.

2.3.5 Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.3.6 Foreign currencies transactions and translation

The functional currency of the Company is the Indian Rupee (').

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated. Income and expense items in foreign currency are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

2.4 Employee benefits

2.4.1 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); net interest expense or income; and

remeasurement The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefit expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

2.4.2 Defined contribution plan

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

2.4.3 Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

2.4.4 Long term Incentive Plans

Under the Plan, certain employees are eligible for retention and performance linked payouts. These payouts are accrued as and when services are rendered and/ or when the specific performance criteria are met.

2.5 Share-based payment arrangements

2.5.1 Share-based payment transactions of the Group

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such that the cumulative expense reflects the revised estimate,with a corresponding adjustment to the equity-settled employee benefits reserve.

2.5.2 Share-based payment transactions of the acquiree in a business combination

When the share-based payment awards held by the employees of an acquiree (acquiree awards) are replaced by the Company's share-based payment awards (replacement awards), both the acquiree awards and the replacement awards are measured in accordance with Ind AS 102 ("market-based measure") at the acquisition date. The portion of the replacement awards that is included in measuring the consideration

transferred in a business combination equals the market-based measure of the acquiree awards multiplied by the ratio of the portion of the vesting period completed to the greater of the total vesting period or the original vesting period of the acquiree award. The excess of the market-based measure of the replacement awards over the market based measure of the acquiree awards included in measuring the consideration transferred is recognised as remuneration cost for post-combination service.

However, when the acquiree awards expire as a consequence of a business combination and the Company replaces those awards when it does not have an obligation to do so, the replacement awards are measured at their market-based measure in accordance with Ind AS 102. All of the market-based measure of the replacement awards is recognised as remuneration cost for post-combination service.

2.6 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax

2.6.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.6.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.6.3 Current and deferred tax for the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.7 Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Freehold land is not depreciated.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. 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.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed to be different and are as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

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.

When an item of property, plant and equipment is acquired in exchange for a non-monetary asset or assets, or a combination of monetary and nonmonetary assets, the cost of that item is measured at fair value (even if the entity cannot immediately derecognise the asset given up) unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

2.8 Investment Property

(a) Recognition and Measurement

Property held to earn rentals or for capital appreciation or both rather than for use in the production or supply

of goods or services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Land held for a currently undetermined future use is also recognised as Investment Property.

An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the Company carries the investment property at the cost.

(b) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

(c) Gain or loss on Disposal

Any gain or loss on disposal of an Investment Property is recognised in the Consolidated Statement of Profit and Loss.

2.9 Intangible assets

2.9.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.9.2 Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

2.9.3 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.9.4 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.

2.10 Impairment of assets

2.10.1 Impairment of financial assets:

The Holding Group's assesses at each date of Consolidated balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group's recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

2.10.2 Impairment of investment in subsidiaries, associates and joint ventures

The Group reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

2.10.3 Impairment of non-financial assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

2.11 Inventories

Inventories are valued at the lower of cost and the net realisable 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 octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable,. Cost is determined as follows:

Raw materials, packing materials and consumables: First In First Out

Work-in progress: at material cost and an appropriate share of production overheads

Finished goods: material cost and an appropriate share of production overheads wherever applicable

Stock-in trade: First In First Out

2.12 Segment Reporting

Operating Segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by chief operating decision making body, in deciding how to allocate resources and assessing performance.

The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on a reasonable basis have been included under " Unallocated revenue/ expenses/ assets/ liabilities.

2.13 Cash and Cash Equivalents

Cash and cash equivalents include cash, cheques on hand, cash at bank and short term deposits with banks having original maturity of three months or less, which are subject to insignificant risk of changes in value.

2.14 Statement of Cash Flows

Cash flows are reported using the indirect method whereby profit/(loss) is adjusted for the effects of transactions of non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the group are segmented based on the available information.

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for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

2.15 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Product warranty expenses

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding probable future incidences based on actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

2.16 Contingent liabilities

Contingent liabilities are disclosed in notes when there is a possible obligation that arises 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.

2.17 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.18 Financial instruments

2.18.1 Investment in subsidiaries, associates and joint ventures

The Holding Group's has accounted for its investments in subsidiaries, associates and joint ventures at cost less impairment.

2.18.2 Other financial assets and financial liabilities

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

Initial recognition and measurement:

Other 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) 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 statement of profit and loss.

Subsequent measurement:

Financial assets at amortised cost Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income :

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss:

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

Financial liabilities :

Financial liabilities are measured at amortised cost using effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.18.3 Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the holding company after deducting all of its liabilities. Equity instruments recognised by the Holding Company are recognised at the proceeds received net off direct issue cost.

2.18.4 Derivative financial instruments and hedge accounting

The group uses various derivative financial instruments such as interest rate swaps, currency swaps and forward contracts to mitigate the risk of changes in interest rates and foreign exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to the Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability

Hedges that meet the criteria for hedge accounting are accounted for as follows:

a) Cash flow hedge

The group designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of

changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

b) Fair value hedge

The Group's designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in interest rates, foreign exchange rates and commodity prices.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the consolidated Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to consolidated Statement of Profit and Loss over the period of maturity.

2.19 Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to accounts.

2.20 Tax Input credit

Tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.

2.21 Operating Cycle

As mentioned in para 1 above under 'Corporate information', the group is into development and manufacture of Electronic products. Based on the normal time between acquisition of assets and their realisation in cash or cash equivalents, the group has determined its operating cycle as less than 1 year for manufacturing of products . The above basis is used for classifying the assets and liabilities into current and non-current as the case may be.

2.22 Key sources of estimation uncertainty

In the application of the Group's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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All amounts are in Rupees in lakhs unless otherwise stated

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2.22.1 Impairment of non-financial assets

Determining whether the asset is impaired requires to assess the recoverable amount of the asset or Cash Generating Unit (CGU) which is compared to the carrying amount of the asset or CGU, as applicable. Recoverable amount is the higher of fair value less costs of disposal and value in use. Where the carrying amount of an asset or CGU exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

2.22.2 Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.22.3 Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

Assets	Estimated Useful life
Building - Factory	30 Years
Building - Office	60 Years
Plant & Machinery	15 Years
Computers, Software and Networking	3 Years
Servers and Networks	6 years
Furniture & Fixtures, Test Equipments and Electrical Installations	10 Years
Office Equipments	5 Years
Vehicles	8 Years

2.22.4 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

2.22.5 Litigations

As explained in note 36, the Company is a party to certain commercial disputes and has also received notification of claims for significant amounts. There are number of factors that may affect the ultimate outcome in respect of this matter and accordingly, it is difficult to assess the impact of these disputes with accuracy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2.23 Discontinued operations and non-current assets held for sale:

Discontinued operation is a component of the Group's that has been disposed of or classified as held for sale and represents a major line of business., Non-current assets and disposal groups are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

2.24 Lease

The Group's recognises right of use assets under lease arrangements in which it is the lessee. Rights to use assets owned by third parties under lease agreements are capitalised at the inception of the lease and recognised on the balance sheet. The corresponding liability to the lessor is recognised as a lease obligation. The carrying amount is subsequently increased to reflect interest on the lease liability and reduced by lease payments made. For calculating the discounted lease liability, the lessee's incremental borrowing rate is used. The incremental borrowing rate is calculated at the rate of interest at which the Group's would have been able to borrow for a similar term and with a similar security the funds necessary to obtain a similar asset in a similar market. Finance costs are charged to the income statement so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Variable rents are not part of the lease liability and the right of use asset. These payments are charged to the income statement as incurred. If modifications or reassessments occur, the lease liability and right of use asset are re-measured. Right of use assets are depreciated over the shorter of the useful life of the asset or the lease term.

2.25 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs (INR 00,000), except when otherwise indicated.

2.26 Events after Reporting date :

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

2.27 Earning Per Share :

Basic earnings per share

Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the Group's
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
-the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

-the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.28 Fair value Measurement

All assets and liabilities for which fair value is measured and disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level inputs that is significant to the fair value measurement as a whole:

a) Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

c) Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Group's determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period.

For the purpose of fair value disclosures, the Group's has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.29 Borrowing cost :

Borrowing cost attributable to acquisition / construction of a qualifying assets is capitalized as part of the cost of the asset. Other borrowing costs are recognized as expense in the period in which that are accrued.

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for the year ended 31st March 2026

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SCHEDULE - 3 (i)
Property, plant and equipment consist of the following:

Particulars	Land - Factory	Buildings-Factory/ Office	Plant & Machinery - Others	Test Equipments - R&D	Test Equipments - Others	Electrical Installations	Office Equipments - Others	Computers, & Networking R & D
Cost as at 01.04.2024	**8.05**	**495.55**	**209.35**	**46.62**	**28.33**	**44.35**	**34.04**	**0.04**
Additions	-	-	65.72	-	-	-	0.11	-
Disposals	-	-	40.46	25.47	12.44	27.27	21.57	-
Cost as at 31.03.2025	**8.05**	**495.55**	**234.61**	**21.15**	**15.89**	**17.08**	**12.58**	**0.04**
Additions	-	-	60.72	-	-	-	3.84	4.52
Disposals	8.05	495.55	73.65	0.21	1.65	12.08	7.29	-
Cost as at 31.03.2026	**-**	**-**	**160.96**	**20.94**	**14.24**	**5.00**	**9.13**	**4.56**
Accumulated depreciation as at 01.04.2024	**-**	**183.70**	**128.19**	**33.68**	**23.99**	**31.52**	**27.84**	**0.04**
Depreciation for the year	-	22.46	10.09	3.02	1.63	3.49	2.87	-
Disposals	-	-	27.27	25.43	10.69	27.25	21.50	-
Accumulated depreciation as at 31.03.2025	**-**	**206.16**	**111.01**	**11.27**	**14.93**	**7.76**	**9.21**	**0.04**
Depreciation for the year	-	-	27.39	4.60	0.55	0.63	1.75	0.13
Disposals	-	206.16	32.93	0.21	1.26	4.34	6.88	-
Accumulated depreciation as at 31.03.2026	**-**	**-**	**105.47**	**15.66**	**14.22**	**4.05**	**4.08**	**0.17**
Net carrying amount as at 31.03.2025	**8.05**	**289.39**	**123.60**	**9.88**	**0.96**	**9.32**	**3.37**	**-**
Net carrying amount as at 31.03.2026	**-**	**-**	**55.49**	**5.28**	**0.02**	**0.95**	**5.05**	**4.39**

Particulars	Computers & Networking - Others	Furniture & Fixtures - Others	Vehicles	Air Conditioners - Others	Lease Hold Asset-Building (Corp Office)	Sub Total	Computer Software	Total
Cost as at 01.04.2024	**57.08**	**71.43**	**641.40**	**12.25**	**17.92**	**1666.41**	**13.72**	**1680.13**
Additions	7.48	-	7.41	-	-	80.72	-	80.72
Disposals	48.50	42.46	-	5.68	-	223.85	-	223.85
Cost as at 31.03.2025	**16.06**	**28.97**	**648.81**	**6.57**	**17.92**	**1523.28**	**13.72**	**1537.00**
Additions	8.13	100.00	21.49	0.25	43.16	81.39	-	81.39
Disposals	4.97	1.59	-	0.97	-	606.01	0.07	606.08
Cost as at 31.03.2026	**19.22**	**27.38**	**670.30**	**5.85**	**61.08**	**998.66**	**13.65**	**1012.31**
Accumulated depreciation as at 01.04.2024	**53.75**	**43.86**	**9.41**	**5.91**	**17.92**	**559.81**	**12.93**	**572.74**
Depreciation for the year	2.20	3.79	76.69	1.16	-	127.40	0.45	127.85
Disposals	48.50	42.35	-	5.68	-	208.67	-	208.67
Accumulated depreciation as at 31.03.2025	**7.45**	**5.30**	**86.10**	**1.39**	**17.92**	**478.54**	**13.38**	**491.92**
Depreciation for the year	4.27	0.52	78.12	1.16	4.50	123.62	0.20	123.82
Disposals	4.92	1.32	-	0.97	-	258.99	0.07	259.06
Accumulated depreciation as at 31.03.2026	**6.80**	**4.50**	**164.22**	**1.58**	**22.42**	**343.17**	**13.51**	**356.68**
Net carrying amount as at 31.03.2025	**8.61**	**23.67**	**562.71**	**5.18**	**-**	**1044.74**	**0.34**	**1045.08**
Net carrying amount as at 31.03.2026	**12.42**	**22.88**	**506.08**	**4.27**	**38.66**	**655.49**	**0.14**	**655.63**

Note: During the year, the group sold its factory land situated at Electronic City, Bengaluru, for a consideration of Rs. 4,050 lakhs. The carrying amount of the land as at the date of sale was Rs. 8.05 lakhs, resulting in a gain on disposal of Rs. 4,041.95 lakhs. Consequent to the sale, the factory building and other related assets located at the same site and other assets of subsidary were determined to have no future economic benefit and were accordingly written off during the year. The aggregate carrying amount of such assets amounted to Rs. 337.32 lakhs and has been recognised as a loss in the Statement of Profit and Loss. Accordingly, the net gain recognised in the Consolidated Statement of Profit and Loss for the year, after setting off the loss on write-off of the related building and other assets against the gain on sale of land, amounted to Rs. 3,704.63 lakhs.

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SCHEDULE - 3(ii)

INVESTMENT PROPERTY

Particular	Development Property	Building	Total
Cost as at 01.04.2024	**129.09**	**11416.71**	**11545.80**
Additions	-	-	-
Disposals	-	-	-
Cost as at 31.03.2025	**129.09**	**11416.71**	**11545.80**
Additions	-	-	-
Disposals	-	-	-
Cost as at 31.03.2026	**129.09**	**11416.71**	**11545.80**
Accumulated depreciation as at 31.03.2024	**-**	**474.00**	**474.00**
Depreciation for the year	-	180.76	180.76
Disposals	-	-	-
Accumulated depreciation as at 31.03.2025	**-**	**654.76**	**654.76**
Depreciation for the year	-	180.76	180.76
Disposals	-	-	-
Accumulated depreciation as at 31.03.2026	**-**	**835.53**	**835.52**
Net carrying amount as at 31.03.2025	**129.09**	**10761.95**	**10891.04**
Net carrying amount as at 31.03.2026	**129.09**	**10581.19**	**10710.28**

*** The Fair value of the Investment Property as on 31.03.2026 is Rs.29313.98 Lakhs (for PY Rs.25,826.93 Lakhs)**

3 (iii) ROU assets

Particulars	Factory Premises	Total
Cost as at 01.04.2024	**-**	**-**
Additions	203.08	203.08
Termination	-	-
Cost as at 31.03.2025	**203.08**	**203.08**
Additions	110.01	110.01
Termination	-	-
Cost as at 31.03.2026	**313.09**	**313.09**
Accumulated depreciation as at 01.04.2024	**-**	**-**
Amortisation expense for the year	1.79	1.79
Eliminated on termination	-	-
Accumulated depreciation as at 31.03.2025	**1.79**	**1.79**
Amortisation expense for the year	40.61	40.61
Eliminated on termination	-	-
Accumulated depreciation as at 31.03.2026	**42.40**	**42.40**
Net carrying amount as at 31.03.2025	**201.29**	**201.29**
Net carrying amount as at 31.03.2026	**270.69**	**270.69**

Notes:

Depreciation has been charged to Right-of-use assets (RoU Assets) on a straight line method based on the lease term and is included under depreciation and amortization expense in the statement of Profit and Loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

The movement in lease liabilities during the year ended March 31, 2026 and March 31, 2025 is as follows :

Particulars	For year ended March 31, 2026	For year ended March 31, 2025
Balance at the beginning	**193.93**	**-**
Recognised during the year	-	193.19
Finance cost accrued during the period	16.47	0.75
Derecognised during the year	-	-
Payment of lease liabilities	40.95	-
Balance at the end	**169.45**	**193.93**

The following is the break-up of current and non-current lease liabilities as at March 31, 2026 and March 31, 2025:

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current	127.56	169.45
Current	41.89	24.48
Total	**169.45**	**193.93**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2026 and March 31, 2025 on an undiscounted basis:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than one year	48.44	40.95
One to five years	154.97	203.41
More than five years	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at 31 March 2026	As at 31 March 2025
Note 4		
a. Financial assets - Investments @FVTPL		
Aditya Birla Sun Lifemoney Manager Fund Regular-Growth (Current year 31,228.59 units , Previous year Nil units)	120.77	-
Nippon India Moneymarket Fund-Growth (Current year 8059.57 units, Previous year Nil units)	120.62	-
Nippon India Moneymarket Fund-Growth (Current year 3,251.62 units, Previous year Nil units)	141.08	-
UTI Money Marketfund Regular Plan- Growth (Current year 3,739.6 units, Previous year Nil units)	120.61	-
Total Non Current Investments	**503.08**	**-**
Total	**503.08**	**-**
Agreegate book value of quated Investments	499.98	-
Agreegate market value of quoted Investments	503.08	-
Agreegate amount of un-quated Investments	-	-

Note 5

Non-current Trade Receivables

5(i)	**Trade Receivables - Billed**		
	- Trade Receivables considered good - Unsecured	-	103.02
	Trade Receivables - credit impaired	66.36	66.36
	Less: Allowances for credit impaired	-66.36	-66.36
	Total	**-**	**103.02**
5(ii)	**Trade Receivables - Unbilled**		
	Trade Receivables - unbilled	204.63	387.05
		204.63	**387.05**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

5 (iii) (a) Trade Receivables ageing schedule FY 25-26

Particulars	Unbilled Receivable	Billed Receivable						
Non Current:		Receiv-ables not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	204.63	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	66.36	66.36
	204.63	**-**	**-**	**-**	**-**	**-**	**66.36**	**66.36**
Less: Allowance for Credit Impaired	-	-	-	-	-	-	(66.36)	(66.36)
Total Trade Receivable	**204.63**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

5 (iii)(b) Trade Receivables ageing schedule FY 24-25

Particulars	Unbilled Receivable	Billed Receivable						
Non Current:		Receiv-ables not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	387.05	-	-	103.02	-	-	-	103.02
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	66.36	66.36
	387.05	**-**	**-**	**103.02**	**-**	**-**	**66.36**	**169.37**
Less: Allowance for Credit Impaired	-	-	-	-	-	-	**(66.36)**	(66.36)
Total Trade Receivable	**387.05**	**-**	**-**	**103.02**	**-**	**-**	**-**	**103.02**

Particulars	**As at 31 March 2026**	**As at 31 March 2025**
Note 6		
Other non-current financial assets		
Other Deposits	135.80	39.54
Earnest money deposit	0.05	-
Deposit for Land Development	-	2000.00
Deposits with original maturity more than 12 months (Balance with Bank - Margin Money)	18.60	2842.86
Total	**154.45**	**4882.40**
Note 7		
Deferred tax Liability/Asset		
On account of Fixed Assets	-311.32	-265.83
On account of Others	347.55	873.99
	36.23	**608.16**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 8		
Other non-current assets		
- Capital Advances	399.10	-
- Central Excise	135.09	135.09
- Amount paid under protest - GST	53.25	53.25
- Customs Duty Refundable (SAD)	0.01	-
- Prepaid Expense (Non Current)	278.27	310.31
	865.72	**498.65**
Note 9		
Inventories		
Raw Materials	353.80	303.13
Work-in-Process	134.15	160.67
Finished goods	411.46	168.70
Traded Goods	59.41	97.56
Real Estate Inventory		
Land	9245.76	916.15
Project development cost	82.92	49.44
Total	**10287.50**	**1695.65**
Note 10		
Trade and other receivables		
10 (i) Trade Receivables - Billed		
- Trade Receivables considered good - Unsecured	1323.40	641.99
- Trade Receivables - credit impaired	32.54	20.70
Less: Allowances for credit impaired	-32.54	-20.70
Total	**1323.40**	**641.99**
10(ii) Trade Receivables - Unbilled		
Unbilled Revenue	1054.76	817.44
	1054.76	**817.44**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

10 (iii) (a) Trade Receivables ageing schedule FY 25-26

Particulars	Unbilled Receivable	Billed Receivable						
Current:		Receiv-ables not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1054.76	22.83	1173.41	127.16	-	-	-	1323.40
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	1.12	-	31.42	32.54
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-	-
	1054.76	**22.83**	**1173.41**	**127.16**	**1.12**	**-**	**31.42**	**1355.49**
Less: Allowance for Credit Impaired	-	-	-	-	-1.12	-	-31.42	-32.54
Total Trade Receivable	**1054.76**	**22.83**	**1173.41**	**127.16**	**-**	**-**	**-**	**1323.40**

10 (iii)(b) Trade Receivables ageing schedule FY 24-25

Particulars	Unbilled Receivable	Billed Receivable						
Current:		Receiv-ables not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	817.44	-	638.47	3.52	-	-	-	641.99
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	20.70	20.70
	817.44	**0.00**	**638.47**	**3.52**	**-**	**-**	**20.70**	**662.69**
Less: Allowance for Credit Impaired	-	-	-	-	-	-	-20.70	-20.70
Total Trade Receivable	**817.44**	**-**	**638.47**	**3.52**	**-**	**-**	**-**	**641.99**

Particulars	As at March 31, 2026	As at March 31, 2025
10(iii) Movements in the provision for impairment of trade receivables are as follows:		
Opening balance	87.06	88.94
Provision for receivables impairment	-	-
Receivables written off during the year as uncollectible	-	-
Provision for the period	11.84	-
Provision released during the year	0.00	1.88
Closing balance	**98.90**	**87.06**

Note 11

Cash and cash equivalents

a) Balance with banks :		
In current account	22.97	19.39
ii) In exchange earners' foreign currency account		
b) Cash on hand	0.57	0.16
Total	**23.54**	**19.55**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 12		
Other bank balances		
Margin Money		
In deposits with original maturity of less than 3 months*	134.41	674.31
In deposits with original maturity more than 3 months but less than 12 months	-	616.00
	134.41	**1290.31**
Note: *Balance in Margin Money Deposit are held as security against borrowings, guarantees and other commitments.	52.60	50.57
Note 13		
Other current financial assets		
Interest accrued but not due	0.58	49.89
Advance receivable from Indra Hotels (Mysore) Private Limited	-	666.80
Total	**0.58**	**716.69**
Note 14		
Current tax Assets (Net)		
Advance Tax and Tax deducted at source	-	264.08
Total -	**-**	**264.08**
Note 15		
Other current assets		
Prepaid Expenses	67.33	68.91
Advance to supplier	199.16	568.69
Advance to Employees	0.17	0.10
Balances with Govt. Authorities	165.84	99.54
Others	0.42	0.00
Total	**432.92**	**737.26**
Note 16		
Equity Share Capital		
a) Authorised		
3,00,00,000 Equity shares of Rs. 5 each (Previous year 3,00,00,000 Equity shares of Rs. 5 each)	1,500.00	1,500.00
Issued, Subscribed & Paid Up		
1,86,84,602 Equity Shares of Rs.5 each, fully paid-up (Previous year 1,86,84,602 Equity Shares of Rs.5 each, fully paid-up)	934.23	934.23
Total	**934.23**	**934.23**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025

b) Reconciliation of number of shares outstanding at the beginning & at the end of the reporting year

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares (In Lakhs)	Holding %	No. of Shares (In Lakhs)	Holding %
At the beginning of the year	186.85	934.23	186.85	934.23
Movement during the period	0.00	0.00	0.00	0.00
Outstanding at the end of the year	186.85	934.23	186.85	934.23

c) Shareholders holding Equity Shares more than 5% of Share capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares (In Lakhs)	Holding %	No. of Shares (In Lakhs)	Holding %
UMIYA HOLDING PRIVATE LIMITED	71.47	38.25%	63.24	33.85%
ANIRUDDHA BHANUPRASAD MEHTA	42.15	22.56%	41.39	22.15%

d) Disclosure of Shareholding of Promoters:

Disclosure of shareholding of promoters as at March 31, 2026 is as follows:

Name of Promoters	As at March 31, 2026		As at March 31, 2025		% Change during the year
	No. of Shares (In Lakhs)	Holding %	No. of Shares (In Lakhs)	Holding %	
Equity shares of Rs 5/-each fully paid					
ANIRUDDHA MEHTA	42.15	22.56%	41.39	22.15%	0%
GAURI ANIRUDDHA MEHTA	7.87	4.21%	7.54	4.03%	4%
UMIYA HOLDING PRIVATE LIMITED	71.47	38.25%	63.24	33.85%	13%

Disclosure of shareholding of promoters as at March 31, 2025 is as follows:

Name of Promoters	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of Shares (In Lakhs)	Holding %	No. of Shares (In Lakhs)	Holding %	
Equity shares of Rs 5/-each fully paid					
ANIRUDDHA MEHTA	41.39	22.15%	32.06	17.16%	29%
GAURI ANIRUDDHA MEHTA	7.54	4.03%	7.54	4.03%	0%
UMIYA HOLDING PRIVATE LIMITED	63.24	33.85%	63.24	33.85%	0%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2024

All amounts are in Rupees in lakhs unless otherwise stated

Note 17

Other Equity

Particulars		As at March 31, 2026	As at March 31, 2025
Capital Reserve :			
State Government subsidy on Capital Investment	A	1.10	1.10
Capital Redemption Reserve :			
Reduction in share capital (buy back of shares)	B	102.85	102.85
Securities Premium Account	C	1769.07	1769.07
General Reserve	D	4830.00	4830.00
Other Comprehensive Income	E	-9.46	3.27
Surplus/(deficit) in the statement of Profit & Loss		-	-
Opening Balance		**-147.90**	**-731.84**
Profit / (Loss) for the year		4016.26	583.94
Less: Appropriations			
Net Surplus/(deficit) in the statement of Profit & Loss	F	3868.36	-147.90
Total	**A+B+C+D+E+F**	**10561.92**	**6558.38**

Note 18

Long Term Borrowings

Secured		
HDFC Bank Limited *	6396.48	6995.61
Bajaj Housing Finance Ltd#	4185.54	4347.00
Total	**10582.02**	**11342.61**

* Term Loan - loan against property/ Lease rental discounting sanctioned by HDFC Bank ltd is secured against the mortgage piece and parcel of the property bearing unit no. SF 06, Muncipal Katha no. 140/17/338/5, with a super built up area of 68,480 sq.ft & proportionate share in the common area along with 107 car parking spaces in the building known as Umiya Vellociti & 10,033.29 sq.ft of undivided share in the property bearing Muncipal no. 104/ 17/338, erstwhile survey no 54/2, 54/1. 50/6 & part of survey no.54/3, 53/2 and 53/1, situated at Hebbal village kasaba hobli, Bengaluru.

The rate of interest is 7.25% to 7.49% Per Annum (Previous year rate of interest is 8.25% to 8.49% Per Annum)

Term Loan - loan against property/ Lease rental discounting sanctioned by Bajaj housing finance ltd is secured against the mortgage of land and building at Katha no. 140/17/338, formed in survey no 54/2, 54/1. 50/6 & 54/8 and part of survey no.54/3, 53/2 and 53/1, measuring 32,595 sq.ft of the salable super built up area constituting the portion of ground floor of the complex - umiya velociti.

The rate of interest is 8.79% to 9.25% Per Annum (Previous year 8.59% to 10.25% Per Annum)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 19		
Long-term provisions		
Provision for employee benefits		
Provision for Gratuity	21.03	0.00
Compensated Absences	62.33	41.09
Total	**83.36**	**41.09**
Note 20		
Other non current liabilities		
Un Earned Rent	616.34	665.65
Security Deposit	562.54	522.21
Total	**1178.88**	**1187.86**
Note 21		
Short term Borrowings		
Secured		
HDFC Bank Limited *	1102.52	73.26
Current maturities of long-term borrowings Bajaj Finance Ltd**	316.57	247.08
Current maturities of long-term borrowings HDFC Bank*	550.98	391.17
Total	**1970.07**	**711.51**
Unsecured		
Borrowings from directors ***	0.00	667.00
Total	**1970.07**	**1378.51**

* Overdraft Facility and Term Loan - loan against property/ Lease rental discounting sanctioned by HDFC Bank ltd is secured against the mortgage piece and parcel of the property bearing unit no. SF 06, Municipal Katha no. 140/17/338/5, with a super built up area of 68,480 sq.ft & proportionate share in the common area along with 107 car parking spaces in the building known as Umiya Vellociti & 10,033.29 sq.ft of undivided share in the property bearing Municipal no. 104/17/338, erstwhile survey no 54/2, 54/1. 50/6 & part of survey no.54/3, 53/2 and 53/1, situated at Hebbal village kasaba hobli, Bengaluru.

The rate of interest is 7.25% to 9.00% Per Annum (Previous year rate of interest is 8.25% to 8.49% Per Annum)

** Term Loan - loan against property/ Lease rental discounting sanctioned by Bajaj housing finance ltd is secured against the mortgage of land and building at Katha no. 140/17/338, formed in survey no 54/2, 54/1. 50/6 & 54/8 and part of survey no.54/3, 53/2 and 53/1, measuring 32,595 sq.ft of the saleable super built up area constituting the portion of ground floor of the complex - Umiya Vellociti.

The rate of interest is 8.79% to 9.25% Per Annum (Previous year 8.59% to 10.25% Per Annum)

*** Loan from director Mr Aniruddha Mehta Amounting Rs Nil (Previous year Rs.667 Lakhs) is Unsecured and Interest free .the Loan is Repayable on demand

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for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 22		
Trade and other payables		
- Total outstanding dues of micro enterprises and small enterprises	28.65	7.66
- Total outstanding dues of creditors other than micro enterprises and small enterprises	159.63	82.50
	188.28	**90.16**

22 (i) Trade Payables ageing schedule FY 25-26

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Dues to MSME -not disputed	0.02	28.63	-	-	-	28.65
(ii) Others - not disputed	24.76	131.96	1.41	-	1.50	159.63
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**24.77**	**160.60**	**1.41**	**-**	**1.50**	**188.28**

22 (ii) Trade Payables ageing schedule FY 24-25

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Dues to MSME -not disputed	4.41	2.50	0.75	-	-	7.66
(ii) Others - not disputed	33.00	47.02	2.48	-	-	82.50
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**37.41**	**49.52**	**3.23**	**-**	**-**	**90.16**

Note 23		
Other financial liabilities		
Payable for expenses	158.39	95.73
Payable to Employees	103.63	70.76
Deposit From Net-Dot Solutions (P) Ltd		
Payable towards Equity instruments of subsidiary		
Total	**262.02**	**166.49**
Note 24		
Other current liabilities		
Advances from customers	109.65	24.95
Advance Received for Sale property,plant and equipment's	-	2050.00
Statutory Dues Payables* (includes VAT, Excise Duty, Provident Fund, Withholding Taxes, etc.)	100.75	34.63
Un Earned Rent	82.12	82.74
Total	**292.52**	**2192.32**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 25		
Short term provisions		
Provision for employee benefits		
Provision for Gratuity	22.23	4.52
Compensated Absences	6.79	8.27
Other provision :		
For Warranty	50.98	32.44
Total	**80.00**	**45.23**
Note 26		
Current tax Liabilities (Net)		
Provision for Income tax (Net of Advance Tax and Tax deducted at source)	327.29	2.04
Total	**327.29**	**2.04**
Note 27		
Revenue from Operations		
A. Sales of products and Services		
Sale of products	3394.74	2494.77
Sale of Services (Refer Note below i)	2841.77	2366.01
Income From Real Estate		
Sale of land	1000.00	-
	7236.51	**4860.78**
Note : (i) Sale of services comprises of		
Service Charges	869.53	666.72
Annual Maintenance Charges	267.89	99.66
Rental Income	1704.34	1599.63
Total	**2841.77**	**2366.01**
Note 28		
Other Income		
Provision for Doubtful Trade Receivables / Deposits written back	-	1.88
Profit on Sale / Disposal of Property Plant and Equipment (net)	4041.95	-
Amount no longer payable written back	-	22.40
Other Non-Operating Income	-	1.35
Fair Value Gain/(Loss) on Mutual Fund – FVTPL	3.10	-
Profit on sale of Mutual fund	13.43	-
Interest Income	283.42	250.79
Miscellaeous Income	0.47	-
Total Other income	**4342.37**	**276.43**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 29		
Cost of materials consumed		
Opening Stock	303.13	155.92
Add: Purchases	2475.75	1307.01
Less: Closing Stock	353.80	303.13
Total Cost of Raw Material Consumed	**2425.08**	**1159.80**
Note 30		
Changes in inventories of finished goods and work in progress		
Opening Stock :		
Finished Goods	168.70	124.26
Stock-in-Trade	97.56	79.58
Work-in-Process	160.67	157.96
Land Stock and project development cost	965.59	0.02
Less:		
Closing Stock:		
Finished Goods	411.46	168.70
Stock-in-Trade	59.41	97.56
Work-in-Process	134.15	160.67
Land Stock and project development cost	9328.68	965.59
Changes In Inventories:		
Changes in inventories of finished goods	-242.76	-44.44
Stock-in-Trade	38.15	-17.98
Work-in-Process	26.52	-2.71
Land Stock and project development cost	-8363.09	-965.57
Changes in inventories of finished goods and work in progress	**-8541.18**	**-1030.70**

The above is after excluding the amounts in respect of discontinued operations.

Note 31		
Employee benefit expense		
Salaries and Wages	875.97	630.70
Manpower hire Charges	105.34	95.96
Contribution to Provident and Other Funds	14.25	14.46
Staff Welfare Expenses	20.78	19.53
Total	**1016.34**	**760.65**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
Note 32		
Finance Costs		
Interest on Borrowings	1085.30	1109.56
Interest cost Financail liability at amortised cost	16.47	0.75
Total	**1101.77**	**1110.31**
Note 33		
Other Expenses		
Repairs and Maintenance:		
- Building		
- Others	44.36	68.89
Rent	33.05	28.81
Rates and Taxes	104.40	99.27
Insurance	20.49	15.84
Power and Fuel	14.49	17.13
Selling and Promotion Expenses	33.38	16.04
Auditor's Remuneration (ii)	17.69	16.25
Books and Periodicals	4.82	3.41
Other Borrowing Costs (includes bank charges, etc.)	33.01	27.59
Commission, Brokerage and Discount	119.48	38.43
Freight and Forwarding	8.12	7.80
Liquidated Damages	16.49	48.19
Postage and Telephone Expenses	9.09	6.63
Travelling and Conveyance	106.49	69.85
AMC Charges and Software Licenses	36.77	13.53
Stationery & Printing Expenses	4.39	3.21
Loss on sale / write-off of Property plant and equipment (net)	337.32	15.17
Loss from from foreign exchange fluctuation	17.63	12.09
Bad Trade Receivables / Advances / Deposits written off	-	1.46
Amount no longer payable written off	0.18	-
Provision for Doubtful Trade Receivables / Advances / Deposits	11.84	-
Impairment of asset held for sale	-	-
Provision for warranty	-	-
Warranty Expenses	18.55	12.09
Directors Sitting Fees	5.36	5.02
Advertisement Expenses	1.21	2.97
Professional Charges	193.29	130.31
Annual General Meeting	0.58	-
Donation	5.00	-
Other Admin expenses	16.16	1.39
	1213.64	**661.37**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
(ii) Payments to the statutory auditors of the company comprises of :		
Statutory Audit Fee	9.50	9.50
Tax Audit Fee	2.00	2.00
Limited review fee	4.50	4.50
Others	1.69	0.25
Total	**17.69**	**16.25**

Note 34

Statement of other comprehensive income

(i) Items that will not be reclassified to profit or loss		
Changes in revaluation surplus		
Remeasurements of the defined benefit plans	-17.01	-8.84
	-17.01	**-8.84**

Note 35

Related Party Relationships, transactions and balances

34.1 Related Parties

i) Whole Time Directors:

Mr.Aniruddha Mehta, Chairman & Managing Director

ii) Directors:

Mrs.Gauri A Mehta, Director
Mr Sudhir Kumar Hasija, Director
Mr. Raghu Nambiar, Independent Director
Mr. Harihara Subramanian Venkatesh, Independent Director
Mrs. Nicola Neeladri, Independent Director
Mr. Manjunath Neela, Independent Director

iii) Key Managerial Personnel:

Mr. Srivathsa, Chief Financial Officer (Upto 31st May 2024)
Mr. Rengarajan, Chief Financial Officer (From 1st June 2024 till 19th Aug 2024)
Mr.V Vannirajan, Chief Financial Officer (From 13th Nov 2024)
Mr. Venkatesh Sunduru, Company Secretary and Compliance Officer (Upto 26-Aug-2024)
Mr. Prashanth S,Compliance Officer (Upto 13-Nov-2024)
Mr. Prashanth S, Company Secretary and Compliance Officer (from 13-Nov-2024)
Mr. Krishna Das CS, Chief Executive Officer (from 01-Sep-2025)

iv) Relative of director

Ms. Khushali Mehta
Mr. Rishab Das

iv) Proprietorship Concern of director

Umiya Services
Umiya Builders & Developers

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	As at March 31, 2026	As at March 31, 2025
35.2 Transactions for the Year		
With Whole Time Directors		
- Mr.Aniruddha Mehta		
Salary & other allowances	200.00	183.78
Reimbursement of Expenses	4.72	-
Unsecured Loan Received	-	667.00
Unsecured Loan Repaid	667.00	-
Directors		
- Mrs.Gauri A Mehta, Director		
Sitting Fees	1.22	0.92
- Mr. Sudhir Kumar Hasija		
Sitting Fees	0.40	0.30
- Mr. Raghu Nambiar		
Sitting Fees	0.60	0.66
- Mr. Harihara Subramanian Venkatesh		
Sitting Fees	1.20	1.10
- Mrs. Nicola Neeladri		
Sitting Fees	0.72	0.82
- Mr. Manjunath Neela		
Sitting Fees	1.22	1.22
Key Managerial Personnel		
- Mr. Krishna Das CS		
Salary & other allowances	38.36	-
Reimbursement of expenses	3.87	-
- Mr. V Vannirajan		
Salary & other allowances	14.05	6.58
Reimbursement of expenses	0.03	0.11
Professional Charges paid	-	8.43
- Mr. G Rengarajan		
Salary & other allowances	-	7.59
- Mr. Srivathsa		
Salary & other allowances	-	7.85
Reimbursement of expenses	-	0.12
- Mr. Prashanth Suresh		
Salary & other allowances	7.86	4.20
Reimbursement of expenses	0.01	0.44
- Mr.Venkatesh Sunduru		
Salary & other allowances	-	5.33
Reimbursement of expenses	-	1.25

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for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Relative of director		
- Ms. Khushali Mehta		
Salary & other allowances	17.20	-
- Mr. Rishab Das		
Professional charges	28.93	-
Proprietorship Concern of director		
- Umiya Services		
Building Maintenance Charges Paid	0.64	-
- Umiya Builders & Developers		
Advance towards purchase of property	120.00	480.00
Advance received back on cancelation of MOU made for purchase of property	480.00	150.00
Bescom Bwssb & Other Infrastructure Charges	-	14.99
Reimbursement of expenses	7.77	-
Lease deposit advance paid	199.68	-
Capital introduced in Partnership firm	1.00	-
35.3 Balance at the Balance Sheet Date		
With Whole Time Directors		
Short term Borrowings		
- Mr.Aniruddha Mehta	-	667.00
Remuneration payable		
- Mr.Aniruddha Mehta	11.13	10.82
Key Managerial Personnel		
- Mr.V Vannirajan	1.13	1.09
- Mr. Prashanth S	0.60	0.54
- Mr. Krishna Das CS	0.91	-
Relative of director		
- Ms. Khushali Mehta		
Salary & other allowances	-	-
- Mr. Rishab Das		
Trade payable	26.03	-
Proprietorship Concern of director		
- Umiya Builders & Developers		
Advance towards purchase of property	120.00	480.00
Lease deposit	199.68	-
Capital Balance with Firm (Non-Controlling Interest)	27.78	-

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for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Note 36		
Employee Benefit Obligations		
(i) Define Contribution Plan		
Charges to the Statement of Profit and Loss based on Contributions		
i) Employer's Contribution to Provident Fund	30.24	22.84
ii) Employer's Contribution to State Insurance Corporation	0.25	0.35
Total	**30.49**	**23.19**
(ii) Employee Benefit Plans		
Gratuity		
36.1 Expense recognised in the Consolidated statement of P&L		
Current service Cost	22.23	6.62
Net Interest Expenses	0.27	0.45
Past service Cost	-	-
Component of defined Benefit costs recognised in the consolidated statement of P&L	**22.51**	**7.07**
Return on Plan assets (excluding amounts included in net interest expense)	0.57	2.79
Actuarial Gains/Losses arising from changes in financial assumptions	-3.62	1.39
Actuarial Gains/Losses arising from experience assumptions	16.55	-13.02
Actuarial Gains/Losses arising from demographic assumptions	3.51	-
Component of defined Benefit costs recognised in other comprehensive Income	**17.01**	**-8.84**
Total	**39.52**	**-1.77**
36.2 Movements in the present value of the defined benefit obligation are as follows		
Opening defined benefit obligation	44.71	56.80
Current Service Cost	22.23	6.62
Past service Cost	-	-
Interest Cost	2.88	3.69
Benefits Paid	-2.31	-10.77
Remeasurement Loss (gain)	**-**	**-**
Actuarial Loss/gain arising from		
Financial assumptions	-3.62	1.39
Demographic assumptions	3.51	-
Experience assumptions	16.55	-13.02
Obligations at the end of the year	**83.96**	**44.71**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
36.3 Movement in the fair value of the plan assets are as follows		
Opening Fair Value of the planned assets	40.19	50.51
Expected return on Planned assets	2.61	3.24
Actuarial Contribution from the company	0.77	-
Benefits Paid	-2.31	-10.77
Remeasurement loss/gain	-	-
Actuarial Gain/Loss	-0.56	-2.79
Closing Fair value of Planned assets	40.70	40.19
36.4 Assumptions		
Interest Rate	7.15%	6.61%
Discount Factor	7.15%	6.61%
Expected rate of return on Plan Assets	6.61%	7.18%
Expected Rate of salary Increase	7.00%	7.00%
Attrition Rate	5.00%	30.00%
Retirement Age	60 Years	60 Years

36.5 Sensitivity Analysis

Particulars	Year Ended March 31, 2026		Year Ended March 31, 2025	
Defined Benefit obligation (Base)	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	91.59	77.29	42.46	47.17
(% change compared to base due to sensitivity)	0.00	-7.94%	0.00	5.50%
Salary Growth Rate (-/+1%)	78.76	89.51	46.40	42.79
(% change compared to base due to sensitivity)	0.00	6.62%	0.00	-4.29%
Attrition Rate (-/+50% of attrition rates)	84.27	83.67	44.49	44.95
(% change compared to base due to sensitivity)	0.00	-0.34%	0.00	0.54%
Mortality Rate (-/+10% of mortality rates)	83.95	83.97	44.70	44.93
(% change compared to base due to sensitivity)	0.00	0.01%	0.00	0.49%

36.6

On November 21, 2025, the Government of India notified the four Labour Codes — the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 — consolidating 29 existing labour laws. Pursuant to this, the Ministry of Labour & Employment has issued draft Central Rules and FAQs to facilitate the assessment of financial implications arising from the revised regulations. The Group has evaluated the incremental financial impact of these changes based on the best information currently available, in line with the guidance issued by the Institute of Chartered Accountants of India. An incremental gratuity charge of Rs. 28.14 lakhs has been recognized during the year ended March 31, 2026.The Group continues to closely monitor the finalization of the Central and State Rules and further Government clarifications and will record appropriate accounting adjustments as and when additional guidance becomes available.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

Note 37
Earnings Per equity Share

Particulars	Continued Operations		Discontinued Operations		Continuing and discontinued operations	
	Year Ended March 31, 2026	Year Ended March 31, 2025	Year Ended March 31, 2026	Year Ended March 31, 2025	Year Ended March 31, 2026	Year Ended March 31, 2025
Profit /Loss after Tax	4219.46	591.86		-7.92	4219.46	583.94
Less:- Dividend on Preference Share Including Corporate Dividend tax	-	-	-	-	-	-
Proffit /(Loss), Atributable to equity Share holders	4219.46	591.86	0.00	-7.92	4219.46	583.94
Weighted Average number of Shares used	186.85	186.85	186.85	186.85	186.85	186.856i
Add:-Potential Number of equity shares on exercise of ESOP's	-	-	-	-	-	-
Weighted Average number of Shares used in Computing Basic earnings Per equity share	186.85	186.85	186.85	186.85	186.85	186.85
Earnings per Share (Rs)	22.58	3.17	-	(0.04)	22.58	3.13
Face Value Per Share (Rs)	5.00	5.00	5.00	5.00	5.00	5.00
Basic (Rs)	22.58	3.17	-	(0.04)	22.58	3.13
Diluted (Rs)	22.58	3.17	-	(0.04)	22.58	3.13

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 38
Contingent Liabilities and Commitments

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Contingent Liabilities and Commitments		
Counter Guarantees to Bank (to the extent of live guarantees issued by bank)	423.21	416.12
Kerala State Electronics Development Corporation Limited *	42.41	37.80
Disputed Central Excise duty**	121.35	121.35
Disputed with GST Department ***	262.96	262.96
Dispute with BSNL ****	107.79	

* The Holding company has Received an order from the Sole Arbitrator and the Order dated 3rd Nov 2023 State that the Company to require to Make Payment of Rs.34.15 lakhs Towards Claim and Rs.3.65 lakhs Towards Legal Cost to Keltron along with Interest @12.75% Per Annum Computed on Monthly Compounding Basis from the Date of The Order Till The Date of Payment.

** The Holding company has received an Order From Cestat Towards of Excise duty for the Period January 2008 to Mar2010.As per the CESTAT Order Rs..58.82 lakhs is Payable Towards Excise duty on Manufacturing against the same input credit of Rs.466.90 lakhs paid on imported modems has been admitted by CESTAT .the Difference of Rs.121.35 lakhs has to be Paid by the Company and against which is Rs.116.80 lakhs has been paid by the company Under PLA in Earlier Years and Company is Preferring an Appeal against this Order.

*** The Holding company received an Order-in-Original (OIO) from the GST Department dated 16th December 2022, pertaining to the GST (CGST & SGST) liability for the period from July 2017 to March 2019. As per the order, a total demand of ?269.97 lakhs was raised, along with applicable interest and penalty.

Subsequently, the Company filed an appeal before the First Appellate Authority (Commissioner, Appeals-II, Bangalore) via Form APL-01 dated 24th March 2023. Upon review, the Commissioner (Appeals-II) dropped an amount of Rs 7.01 lakhs with interest and passed the Order-in-Appeal (OIA), confirming the remaining demand of Rs 262.96 lakhs, along with interest and penalty under Sections 50 and 74 of the CGST/KGST Act, 2017.

The Holding company is aggrieved by the Order-in-Appeal and intends to prefer an appeal before the GST Appellate Tribunal (GSTAT). However, as of now, the GSTAT is not functional.,

****During FY 2025-26, the Company recognized revenue of Rs. 468.65 lakhs for Q1 to Q3 under the BSNL WCL Project, based on BSNL's letter to continue services, and Rs.116.41 lakhs for Q4, bsed on the renewal service order issued by BSNL on 13th March 2026,. BSNL has retrospectively applied a 23% discount, giving rise to a disputed amount of Rs. 107.79 lakhs for the Q1 to Q3 period. The Company has contested this retrospective application, maintaining - based on BSNL's letter dated 29th March 2025 - that the discount is applicable only prospectively, from Q4 of FY 2025-26 onwards. Based on management's assessment, no provision has been considered necessary in respect of this amount, and the same has been disclosed as a contingent liability, pending final resolution with BSNL.

Pending Legal Cases

Sl.No	Name of the plaintiff	Court Jurisdiction	Cause of legal case
1	Delta Electronics India Private Limited	Karnataka, State consumer Disputes Redressal Commission	Against the warranty given on discontinued business- Solar

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

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Note 39

Segment Reporting

Disclosures pursuant to IND AS 108 prescribed under the Act are

Primary Segment

The Group's primary business segments are Products, Real Estate Development,, Solutions (IT & Drone segment has been merged with Solutions segment).

Secondary Segment

The Group's secondary segment is determined based on location of customers / export destinations (Geographical Segment).

The segment revenue in the geographical segments for disclosure are as follows:

Revenue within India includes sales to customers located within India and earnings in India.

Revenue outside India includes sales to customers located outside India and earnings outside India.

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
1 Segment Revenue (Net Sale)		
(a) Product	3,267.28	1,820.04
(b) Real Estate Development	2,725.33	1,599.63
(c) Solutions	1,243.90	1,441.11
Total	**7,236.51**	**4,860.78**
Less :- Inter segment revenue - -		
Revenue from Continuing Operations	**7,236.51**	**4,860.78**
Revenue from Discontinued Operation	**-**	**16.06**
Total Revenue from Continuing and Discontinued Operations	**7,236.51**	**4,876.84**
2 Segment Results - Profit / (loss) before tax and interest		
(a) Product	1,383.33	762.50
(b) Real Estate Development	2,536.33	1,609.56
(c) Solutions	905.46	833.31
Total	**4,825.12**	**3,205.37**
Less:-		
Interest	1,101.77	1,110.31
Other Un-allocable Expenditure net off	2,575.18	1,621.63
Un-allocable Income	(4,342.37)	(276.43)
Total Profit/(loss) before tax from Continuing Operations	**5,490.54**	**749.86**
Total Profit/(Loss) before tax from Discontinued Operation	**-**	**(7.92)**
Total Revenue from Continuing and Discontinued Operations	**5,490.54**	**741.94**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Particulars	Year Ended	
	March 31, 2026	March 31, 2025
3 Segment Assets		
(a) Product	1,346.95	1,666.48
(b) Real Estate Development	21,076.68	15,379.66
(c) Solutions	3,939.86	4,129.25
(d) Un-allocable assets	294.33	3,624.27
Assets From Continuing Operations	**26,657.82**	**24,799.66**
Assets From Discontinuing Operations	**-**	**-**
Total Assets From Continuing& Discontinuing Operations	**26,657.82**	**24,799.66**
4 Segment Liabilities		
(a) Product	163.88	285.59
(b) Real Estate Development	11,087.29	9,044.92
(c) Solutions	216.26	1,235.00
(d) Un-allocable Liabilities	3,666.46	6,074.73
Liabilities From Continuing Operations	15,133.89	16,640.24
Liabilities From Discontinuing Operations	-	-
Total Liabilities From Continuing & Discontinuing Operations	**15,133.89**	**16,640.24**

Note 40

Financial Risk Management Objective And Policies

The Company's principal financial liabilities comprise Borrowings and Trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include Investments, Trade Receivables, Loans, Cash and Cash Equivalents that derive directly from its operations.

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note presents information about the risks associated with its financial instruments, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Group's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities. The Company through its training and management standards and procedures aims to maintain a disciplined and constructive control environment in which all employee understand their roles and obligations.

A. Credit Risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from group's receivables from customers and loans.

The group is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Group's exposure to credit risk primarily relates to investments, trade receivable and cash and cash equivalents. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The group assess the credit quality of the counterparties taking into account their financial condition, past experience and other factors.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by credit rating agencies.

The group's Trade and other receivables are actively monitored to review credit worthiness of the customers to whom credit terms are granted and also avoid significant concentrations of credit risks.

Given below is ageing of accounts receivables spread by period of 6 months:

Particulars	March 31, 2026	March 31, 2025
Outstanding for more than 6 months	226.05	193.60
	226.05	193.60

The group continuously monitors defaults of customers and other counterparties , identified either individually or by the group and incorporates this information into its credit risk controls.

Trade receivables consists of large number of customers spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and where appropriate, credit guarantee insurance cover is purchased.

There is no receivable from single external customer outstanding more than 10% of group's total revenue for the year ended 31st March 2026 & for previous year ended 31 March, 2025.

B. Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The group has an appropriate liquidity Risk management framework for the management of short, medium and long term funding and liquidity management requirements. The group manages liquidity risk by maintaining adequate cash reserves, banking facilities, and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The group's treasury department is responsible for managing the short term and long term liquidity requirements of the group, short term liquidity situation is reviewed daily by treasury. Long Term liquidity position is reviewed on a regular basis by the Board of Directors and appropriate decisions are taken according to the situation.

Typically the group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March, 2026 & 31 March, 2025.

As at 31 March 2026	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	2006.61	6206.50	4338.98	12552.09
Trade Payables	185.38	2.90	-	188.28
Other financial liabilities	262.02	-	-	262.02
Total	**2454.00**	**6209.41**	**4338.98**	**13002.39**

As at 31 March 2026	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	1482.10	5769.76	5469.26	12721.12
Trade Payables	90.16	-	-	90.16
Other financial liabilities	166.49	-	-	166.49
Total	**1738.75**	**5769.76**	**5469.26**	**12977.77**

C. Market Risk

Market risk is the risk that changes in the market prices, such as foreign exchange rates, interest rates and equity prices will affect the group's income or the value of its holdings of the financial instruments. The objective of market risk management is to manage and control market risk exposures with acceptable parameters, while optimising the return.

The group is exposed to interest rate risk arises mainly from debt. The group is exposed to interest rate risk because the fair value of fixed rate borrowings and the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The group is also exposed to foreign currency risk on certain transactions that are denominated in a currency other than the respective entity's functional currency hence exposures to exchange rate fluctuations arise The risk is that functional currency value of cash flows will vary as a result of movements in exchange rates.

i) Foreign

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

Foreign Currency	As at 31 March, 2026		As at 31 March, 2025	
	INR	FC	INR	FC
Other current assets - Advance to supplier				
USD	42,06,971	43,900	33,65,844	39,339
Trade Payables				
USD 1	13,72,046	14,318	11,49,543	13,436

ii) Foreign currency sensitivity analysis

The group is mainly exposed to currency fluctuation of USD and EUR.

The following table details group's sensitivity to a 10% increase and decrease in the INR against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their transition at the period end for 10% change in foreign currency rates. A positive numbers below indicates an increase in profit or equity where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balance below would be negative.

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All amounts are in Rupees in lakhs unless otherwise stated

Impact in the statement of profit and loss and total

	As at 31 March, 2026		As at 31 March, 2025	
	INR	FC	INR	FC
Currency of USA ($)	2,83,493	2,958	2,21,630	2,590

In management of the group is of opinion, the sensitivity analysis is unrepresentative of the foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Financial Instrument - Risk Exposure and Fair Value

Interest Rate Risk

At the reporting date the interest rate profile of the group's interest-bearing financial instruments is as follows:

Particulars	March 31, 2026	March 31, 2025
Fixed rate Instruments		
Financial Liabilities	Nil	Nil
Variable rate Instruments		
Financial Liabilities		
- Bank Overdraft	1102.52	73.27
-Term Loan		
from Financial Institutions (HDFC)	6947.47	7386.78
from Financial Institutions (Bajaj)	4502.12	4594.08
Total	**12552.10**	**12054.13**

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have (increased) / decreased equity and profit or loss by the amounts shown below . This analysis assumes that all other variables, in particular foreign currency rates remains constant.

Effect	Profit /(Loss)	
	100 bps increase	100 bps decrease
31st March 26	-125.52	125.52
31st March 25	-120.54	120.54

Capital Management

The group manages its capital to ensure that group will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Capital structure of the Group consists of net debt borrowings (Note 17 & Note 20) offset by cash and bank balances and total equity of the group

The group is not exposed to any externally imposed capital requirements

The group's Capital Gearing ratio is as follows:

Particulars	March 31, 2026	March 31, 2025
Debt	12552.09	12721.12
Less: Cash and cash Balances	23.54	19.55
Net Debt	12528.55	12701.57
Total Equity	**11523.93**	**8159.42**
Gearing Ratio	**1.09**	**1.56**

Debt is defined as long term borrowings (including current maturity) and short term borrowings

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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All amounts are in Rupees in lakhs unless otherwise stated

Note 41

a) Value of Imports

Particulars	March 31, 2026	March 31, 2025
Value of Imports calculated on C.I.F basis		
Raw Materials, Components and Finished Goods	2111.29	1375.33
Capital Goods	-	-
Expenditure in foreign currency		
Travelling	38.33	14.88
Earnings in foreign exchange		
Export of goods and services on F.O.B	1.56	-

b) Details of research and development expenditure incurred (charged to Statement of Profit and Loss)

Particulars	March 31, 2026	March 31, 2025
Employee benefit expenses	39.97	74.59
Travelling Expenses	0.11	-
Communication expenses	0.16	-
Rent	0.36	-
Others	0.07	-
Total	**40.67**	**74.59**

Note 42

a) Major components of tax expense/ (income)

Particulars	March 31, 2026	March 31, 2025
Profit before income taxes -		
From continuing operations	5490.54	741.02
From discontinued operations	-	-7.92
Indian statutory income tax rate	25.17%	25.17%
Expected income tax expense	1381.86	184.51
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expenses		
Income exempt from tax	-	-
Effect of expenses that are not deductible in determining taxable profit	-255.31	-15.58
Effect of Income exempt from LTCG	183.62	-
Effect of previously unrecognised and unused tax losses used to reduce tax expense	-	-16.59
Effect on deferred tax balances due to the change in income tax rate	-	-
Impact on deferred tax on account of fixed assets	-75.49	-
Impact on deferred tax on account of other items	-500.72	-
Changes in recognised deductible temporary differences	235.51	58.68
Total effect of tax adjustments	**110.78**	**26.51**
Total Income tax expense	**1271.08**	**158.00**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

b) Tax expense/(Income) on remeasurement of defined benefit plan amounting to Rs 4.28 Lakhs (PY Rs.2.22 Lakhs) has been recognised in OCI.

Deferred tax (liability) / Asset	March 31, 2026	March 31, 2025
Deferred tax (liability)/ Assets on account of :		
Fixed Assets	-311.32	-265.83
Deferred tax asset on account of :		
Others	347.55	873.99
Total	**36.23**	**608.16**

Note 43

Notes on accounts and other explanatory information

a) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):

Dues in respect of, Micro and Small enterprises who have duly registered themselves under the relevant Act and furnished the statutorily required proof thereof, are being regularly met as per agreed terms. Disclosures as required under MSMED are:

Particulars	March 31, 2026	March 31, 2025
Principal amount (including overdue amount) outstanding at the beginning of the year	7.66	7.46
Interest amount outstanding at the beginning of the year	-	-
Interest (out of the above) paid during the year	-	-
Amount paid after due date during the year	-	-
Interest paid on the amount unpaid after due date during the year	-	-
Overdue amount outstanding at the end of the year'	-	-
Principal amount (other than overdue amount) outstanding at the end of the year	28.65	7.66
Interest accrued and remaining unpaid at the end of the year	-	-

b) Discontinuing operation

Particulars	March 31, 2026	March 31, 2025
Revenue from Operations	-	16.06
Cost of materials consumed	-	-24.02
Gross Profit/(Loss)	-	-7.96
Employee benefits expenses	-	-
Finance Cost	-	-
Depreciation and amortization expenses	-	-
Reduction in UPS/Solar Stock	-	-
Other Expenses	-	-
Other Income	-	0.04
Net loss from Discontinuing operation	**-**	**-7.92**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

c) Other Information required under companies Act, 2013

i. Consumption of raw materials

Particulars	March 31, 2026	March 31, 2025
Capacitors	3.99	7.61
Connectors	4.55	5.52
Integrated Circuits	31.68	52.66
Populated PCBs	1335.34	599.13
P-BOX	15.64	14.34
Printed Circuit Boards	17.79	30.08
Transceiver	28.02	43.03
Resistors	0.40	1.80
Transformers	1.65	4.11
Others	352.98	118.48
EMS	0.00	24.02
Solutions & IT & Drones	633.02	283.03
Total	**2425.07**	**1183.81**
Discontinuing operation	**0.00**	**24.02**
Continuing Operation	**2425.07**	**1159.80**

ii. Composition of raw materials

Particulars	March 31, 2026		March 31, 2025	
	Value Rs.	%	Value Rs.	%
Indigenous	1031.51	43%	438.01	37%
Imported	1393.56	57%	745.80	63%
Total	**2425.07**	**100%**	**1183.81**	**100%**

iii. Working in progress under broad head

Particulars	March 31, 2026	March 31, 2025
Connector	0.51	0.99
Capacitor	1.19	2.48
IC	5.37	15.22
Mechanical	6.73	7.26
Multiplexers	15.18 -	
PCB	0.54	2.71
Others	85.36	85.89
Solutions	19.27	46.12
Total	**134.15**	**160.67**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

iv. Finished Goods under broad head

Particulars	March 31, 2026	March 31, 2025
Modem	13.32	10.77
Converters	40.37	24.17
Ethernet Switch	122.84	51.25
Multiplexers	201.16	69.48
Others	28.74	9.19
Router	5.03	3.84
Total	**411.46**	**168.70**

v. Gross Income

Particulars	March 31, 2026	March 31, 2025
Switch	1176.96	561.07
Modems	39.71	32.33
Convertors	264.22	337.73
Router	584.83	281.80
Multiplexers	1008.48	763.59
Racks	2.75	3.49
Others	135.63	21.81
GPON	19.03	3.72
EMS	-	16.06
Product Services	35.11	49.63
Solutions	128.02	439.60
Sub total	**3394.74**	**2510.83**
Discontinuing operation (EMS)	**0.00**	**16.06**
Continuing Operation	**3394.74**	**2494.77**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

(d) (i) Disclosers Under Ind AS 116

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Details of leasing arrangements		
As Lessee		
Operating Lease		
The Holding company has entered into lease arrangements for certain facilities and office premises. The leases are non-cancellable and have lease terms ranging from two years to ten years. The lease agreements contain escalation clauses providing for annual increases in lease rentals of 4% and 5%, respectively, upon completion of each year, in accordance with the terms of the respective		
Future Non-Cancellable minimum lease commitments		
not later than one year	273.08	40.95
later than one year and not later than five years	1433.27	203.41
later than five years	1831.87	-

(ii) Amount recognised in statement of profit and loss

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Amortisation Expenses on right of Use Assets	40.61	1.79
Interest Expenses on Lease Liability	16.47	0.75

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 44

Financial Instruments

The carrying value and fair value of Financial Instruments by categories are as follows:

Carrying Value and fair value

Financial Assets	March 31, 2026	March 31, 2025
Measured at FVTPL		
Non Current		
Investments	503.08	-
Measured at Amortised cost		
Non Current		
Trade Receivables - Unbilled	204.63	387.05
Others	154.45	4882.40
Current		
Trade Receivables - Billed	1323.40	641.99
Trade Receivables - Un Billed	1054.76	817.44
Cash and Cash Equivalents	23.54	19.55
Other Bank balances	134.41	1290.31
Others	0.58	716.69
Total	**3398.85**	**8755.43**

Financial Liabilities	March 31, 2026	March 31, 2025
Measured at Amortised cost		
Non Current		
Borrowings	10582.02	11342.61
Current		
Borrowings	1970.07	1378.51
Trade Payables	188.28	90.15
Other financial liabilities	262.02	166.49
Total	**13002.39**	**12977.76**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 45

Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance **
(i) Current Ratio	Total Current assets	Total current liabilities	4.19	1.59	164%	Increase in inventory on account of purchse of land for construction activity
(ii) Debt-Equity Ratio,	Total debt	Shareholders equity	1.09	1.56	-30%	Increase in shareholders equity on account of increase in profit for the year
(iii) Debt Service Coverage Ratio,	Earnings available for debt service	Debt service	2.87	1.14	151%	**On account of increase in profit for the year**
(iv) Return on Equity Ratio,	Profit after tax less dividend on	Average shareholders equity	0.43	0.62	-31%	Increase in other income and sales during the current year
(v) Inventory turnover ratio,	Cost of goods sold (alternatively can be sales can be considered)	Average inventory	0.40	0.51	-21%	Increase in inventory on account of purchse of land for construction activity
(vi) Trade Receivables turnover ratio,	Net credit sales	Average account receivable	7.00	7.86	-11%	
(vii) Trade payables turnover ratio,	Net credit purchases	Average trade payable	18.96	11.57	64%	Increase in purchase on account of increase in sales during the current year
(viii) Net capital turnover ratio,	Net sales	Average working capital	0.72	2.13	-66%	Increase in working capital compared to proportinate increase in sales.
(ix) Net profit ratio,	Net profit after tax	Net sales	0.58	0.12	389%	Due to increase in other income and revenue from operations when compared to previous **year.**
(x) Return on Capital employed,	Earnings before tax and interest	Capital employed	0.27	0.09	207%	Due to increase in other income and revenue from operations when compared to previous year.
(xi) Return on investment.	Income generated from invested funds	Average invested funds in treasury investments	0.07	-	N/A	**N/A**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

Note 46
Additionals regulatory information's:
Part - A

Additional Information, as required under Schedule III to the Companies Act, 2013, of Enterprises Consolidated as Subsidiaries / Associates / Joint Ventures

Name of the Entity	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	Amount	As % of Consoli-dated	Amount	As % of Consoli-dated	Amount	As % of Consoli-dated	Amount	As % of Consoli-dated
Consolidated Holding company	**11523.93**		**4219.46**		**-12.73**		**4206.73**	
Umiya Buildcon Limited (Formerly Known as MRO-TEK Realty Limited),	3149.32	27.33%	3370.38	79.88%	-12.73	100.00%	3357.65	79.82%
Subsidary company								
MRO-TEK Private Limited (Formerly known as MRO-TEK Techno-logies Private Limited)	245.39	2.13%	267.43	6.34%	-	-	267.43	6.36%
Subsidary - Other								
Umiya Buildtek (Partneship firm)	8129.22	70.54%	581.65	13.78%	-	-	581.65	13.83%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

Part-B

i) Holding Company has working capital from Banks sanctioned on the basis of Security of current assets. The quarterly details filed by the holding company to the bank are as under :

(i) FY - 25-26

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Jun-25	Stock	HDFC BANK	1600.00	1520.11	1172.37	347.74	Provision made for Non/ Slow moving stock not considered & entry
	Value of Stock - Adjusted on account of IND AS 116			831.39	-	831.39	Not Disclosed
	Debtors			252.13	337.65	-85.52	Provision made for Doubtful Debts and unapplied credits
Sep-25	Stock	HDFC Bank	1600.00	1369.45	999.64	369.81	Provision made for Non/Slow moving stock not considered and entry
	Value of Stock - Adjusted on account of IND AS 116			620.90	-	620.90	Not disclosed
	Debtors			563.83	355.06	208.77	Provision made for Doubtful Debts and unapplied credits

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Dec-25	Stock	HDFC BANK	1600.00	1628.13	974.90	653.23	Provision made for Non/ Slow moving stock not considered & entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			1291.57	-	1291.57	Not Disclosed
	Debtors			766.45	1976.72	-1210.27	Provision made for Doubtful Debts and unapplied credits & entry towards unbilled revenue
Mar-26	Stock	HDFC Bank	1600.00	1770.64	1051.90	718.74	Provision made for Non/Slow moving stock not considered and entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			1261.47	-	1261.47	Not disclosed
	Debtors			1282.05	2603.83	-1321.78	Provision made for Doubtful Debts and unapplied credits & entry towards unbilled revenue

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

(i) FY - 24-25

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Jun-24	Stock	HDFC Bank	600	1561.35	1820.38	-259.03	Provision made for Non/ Slow moving stock not considered & entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			513.04	-	513.04	Not Disclosed
	Debtors			367.26	372.67	-5.41	Provisions made for doubtful debts and Unapplied credits
Sep-24	Stock	HDFC Bank	600	1446.44	1647.05	-200.61	Provision made for Non/Slow moving stock not considered and entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			553.92	-	553.92	Not Disclosed
	Debtors			465.81	441.78	24.03	Provision made for Doubtful Debts and unapplied credits

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2025

All amounts are in Rupees in lakhs unless otherwise stated

Quarter	Particulars of Securities Provided	Name of the bank	Aggregate working capital limits sanctioned	Amount as per Books of accounts	Amount reported in Quarterly return submitted to Bank	Difference	Reason
Dec-24	Stock	HDFC Bank	600.00	1545.46	1473.92	71.54	Provision made for Non/ Slow moving stock not considered & entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			497.93	-	497.93	Not Disclosed
	Debtors			761.85	763.00	-1.15	Provision made for Doubtful Debts and unapplied credits
Mar-25	Stock	HDFC BANK	600.00	1591.70	1430.25	161.45	Provision made for Non/Slow moving stock not considered & entry towards unbilled revenue
	Value of Stock - Adjusted on account of IND AS 116			439.68	-	439.68	Not Disclosed
	Debtors			831.03	661.50	169.53	Provision made for Doubtful Debts and unapplied credits

ii) The Group has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956

iii) The Group does not have any Benami property, where any proceeding has been initiated or pending against for holding any Benami property.

iv) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March 2026

All amounts are in Rupees in lakhs unless otherwise stated

v) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

vii) The Group has not advanced or loaned or invested fund to any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

viii) The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).

ix) The Group 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.

x) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Note 47 Code on Social Security, 2020

The Code on Social Security, 2020 which received the President's assent on September, 2020 subsumes nine law relating to Social Security, retirement and employee benefits, including the Provident Fund and Gratuity. The effective date of the Code and rules thereunder are yet to be notified. The impact of the changes, if any, will be assessed and recognised post notification of the relevant provisions

Note 48

Amount has been rounded off to nearest Lakhs & decimal thereof.

Note 49

Previous year's figures have been regrouped / reclassified / restated wherever necessary to correspond with the current year's classification/disclosure

For and on behalf of the Board of Directors of Umiya Buildcon Limited (Formerly known as MRO-TEK Realty Limited)

For K.S.Aiyar & Co
Chartered Accountants
ICAI Firm's registration number:100186W

Aniruddha Bhanuprasad Mehta
Chairman & Managing Director
DIN No. 00720504

Gauri A Mehta
Director
DIN No. 00720443

Deepak Kamath
Partner
Membership Number : 218292

V Vannirajan
Chief Financial Officer

Prashanth S
Company Secretary and Compliance Officer

Place : Bengaluru
Date: 27-04-2026

THE EVOLUTION OF UMIYA BUILDCON LIMITED

1984 | The Beginning

The journey began with the incorporation of **MRO-TEK (Market Research Organization for Technologies)**, with a vision to develop innovative networking and communication technologies for India's growing digital infrastructure.

1990s | Building the Foundation

Established the Company's first manufacturing facility at Electronics City, Bengaluru, and commenced manufacturing of telecom communication products, laying the foundation for indigenous electronics manufacturing.

2000 | IPO and Corporate Expansion

Successfully completed its Initial Public Offering (IPO) and was listed on the BSE and NSE. During the same period, the Company established its corporate office and expanded its Research & Development capabilities at Hebbal, Bengaluru.

2000s | Strengthening Technology Leadership

Established itself as a reliable technology partner by delivering networking products, telecom infrastructure and system integration solutions to Government departments, Defence, Railways, Power Utilities, Public Sector Undertakings and enterprise customers across India.

2010s | Research, Manufacturing & Innovation

- Recognized as a **Trusted Source** on the Department of Telecommunications (DoT) Trusted Telecom Portal, reinforcing the Company's commitment to secure, indigenous and reliable telecom and networking solutions.
- Established a DSIR-recognised in-house Research & Development Centre.
- Set up a state-of-the-art Electronics Manufacturing Facility in Bengaluru.
- Strengthened indigenous product design and manufacturing capabilities.
- Achieved internationally recognised certifications including ISO 9001, ISO 14001, ISO 27001 and ISO 20000-1.
- Continued developing innovative networking products aligned with national initiatives promoting indigenous manufacturing.

2020–2026 | Expanding Capabilities

Enhanced the Company's technology portfolio across enterprise networking, managed network services, electronics manufacturing and system integration while successfully executing mission-critical networking projects across multiple sectors.

The Company strengthened its R&D capabilities for product innovation and technology development. The Company also initiated the expansion of its dedicated R&D team to accelerate indigenous product development, enhance existing solutions and drive innovation across networking, telecom and emerging technologies.

Simultaneously, the Company expanded its strategic presence in the real estate sector through premium residential, commercial and hospitality developments, creating a diversified business platform.

Today

With over 40 years of engineering excellence, the Company continues to invest in innovation, indigenous product development, manufacturing excellence and sustainable infrastructure, creating long-term value for customers, shareholders and society.

Engineering Innovation. Building Possibilities.

OUR MISSION

Create happiness for customers and employees, value for shareholders and partners and be a responsible corporate citizen

OUR VISION

To be a world class provider of technology products, solutions and services to our customers anywhere, at all times.

QUALITY POLICY

To always deliver high quality, zero defect, high performance products,solutions and services to our customers anywhere.

For business queries, write to info@mro-tek.com

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