Indsil Hydro Power and Manganese Limited

36th Annual Report
2025-26

INDSIL

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sri Vinod Narsiman
Whole-Time Director

Sri S Thangaraj
Whole-Time Director
(w.e.f 04.10.2025)

Sri Vishwaa Narasiman
(w.e.f 04.10.2025)

Smt T Kalaivani

Smt V Gayatri

Sri R Narasimhan

Sri Rudra Narsiman
(w.e.f 04.10.2025)

Smt Anu Murali
(w.e.f 04.10.2025)

Sri R Muthiah
Chief Financial Officer
(wef 28.05.2025)

Sri U Kalidoss
Company Secretary

STATUTORY AUDITORS

Divya K R & Associates
Chartered Accountants
Coimbatore

SECRETARIAL AUDITORS

M/s MDS & Associates LLP
Company Secretaries
Coimbatore

COST AUDITOR

Sri B Venkateswar
Cost Accountant
Coimbatore

REGISTERED OFFICE

"Indsil House"
Door No.103-107 T.V. Samy
Road(West), R.S. Puram,
Coimbatore – 641 002, Tamil Nadu
Phone: 0422 4522929
Email: indsilho@indsil.com

REGISTRAR & SHARE TRANSFER AGENT (PHYSICAL & DEMAT)

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
"Surya", 35 Mayflower Avenue,
Behind Senthil Nagar, Sowripalayam Road,
Coimbatore - 641 028, Tamil Nadu
Phone: 0422 4958995, 2539835/6
Email: investor.helpdesk@in.mpms.mufg.com

PLANT LOCATIONS

Works Smelter Unit I
VI-679, Pallatheri, Elapully,
Palakkad - 678 007, Kerala

Works Smelter Unit II
Merakamudidam Mandalam,
Garbham - 535 102,
Vizianagaram Dist., Andhra Pradesh

Hydro Electric Power Plant
VIII/351, Rajakkad,
Idukki District - 685 566, Kerala

INDSIL

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INDSIL

Notice of the 36th Annual General Meeting

NOTICE is hereby given that the 36th Annual General Meeting ("AGM") of the Shareholders of the Company will be held on Thursday, 17th September 2026 at 12.00 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Annual Financial Statements including Statement of Profit and Loss (including other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the financial year ended 31st March 2026, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor's thereon.
2. To declare a dividend for the financial year ended 31st March 2026.
3. To appoint a director in the place of Sri. Vinod Narsiman (DIN: 00035746), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of Sri. Subbia Thangaraj (DIN: 06459324), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Sri B Venkateswar (Membership No.27622), Cost Accountant, Coimbatore who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct audit of the cost records of the Company for the financial year ending 31st March 2027 on a remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) (exclusive of applicable taxes and re-imbursement of travelling and out of pocket expenses incurred by him for the purpose of audit) be and is hereby ratified and confirmed.

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

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Smt. T Kalaivani (DIN: 09706304), who had submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years with effect from 19th August 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts and take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Smt. Gayatri Vijaikumar (DIN: 09659550), who had submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years with effect from 19th August 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts and take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

RESOLVED THAT pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on 25th May 2026, the consent of the members be and is hereby accorded for payment of commission / compensation of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum, to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner, either by way of monthly payment or otherwise, and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a further term of three (3) financial years commencing from 1st April 2027.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the commission / compensation mentioned above shall be the minimum commission / compensation payable to the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committees thereof) be and are hereby authorized to alter and vary the aforesaid commission/ compensation, as it may deem fit, subject to the same not exceeding the limits as approved by the members.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By Order of the Board of Directors

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Place: Coimbatore
Date: 25.05.2026

KALIDOSS U
COMPANY SECRETARY

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated 5th May 2020 and General Circular No.03/2025 dated 22nd September 2025 (hereinafter collectively referred to as "MCA Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/ OAVM, may refer to the procedures mentioned below.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business as set out in the Notice is annexed hereto.
3. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to indsil@mdsassociates.in with a copy marked to the Company at secretarial@indsil.com and to National Securities Depository Limited at evoting@nsdl.com.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from Friday, 11th September 2026 to Thursday, 17th September 2026 (both days inclusive).
6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 10th September 2026.

7. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.indsil.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").

8. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations 2025, the Company shall make the payment of Dividend to the Shareholders only in Electronic mode and payment of Dividend by way of cheque/ warrant have been dispensed with.

9. Members whose shareholding is in electronic mode are requested to update bank account details (Bank Account No., Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent activities.

10. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates etc., Simultaneously, Depository System offers several advantages like elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

11. A. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.

    B. Pursuant to the SEBI Master Circular dated 6th February 2026, and the operational guidelines issued by the Securities and Exchange Board of India, listed entities are mandated to effect the issuance of securities only in dematerialised (demat) form for various investor service requests (including transfer, transmission, transposition, and issue of duplicate certificates). Accordingly, for all valid service requests, the Company/ RTA will now directly credit the shares to the demat account provided by the Shareholder.

    C. Further, as per SEBI Master Circular dated 6th February 2026, Members holding shares in physical form, whose folio(s) lack Permanent Account Number (PAN), contact details, Bank Account details or updated specimen signature, will be eligible for payment of dividend only through electronic mode with effect from 1st April 2024 upon updating the aforementioned details with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through relevant ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Members may also note that in the absence of any of the aforementioned details, they will not be able to lodge grievances or avail any investor services until all required information and documents are duly submitted.

    A copy of the aforementioned circular(s) is/are available on the Company's website www.indsil.com.

12. Members are requested to notify any change of address and bank details to their Depository Participants in respect of their holdings in electronic form and to the Secretarial Department at the registered office of the Company or to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, the RTA of the Company in respect of shares held in physical form together with a proof of address viz, Aadhar Card / Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

13. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately.

    a) the change in the residential status on return to India for permanent settlement, or

    b) the particulars of the NRE/NRO Account with a bank in India, if not furnished earlier.

14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company's website, namely www.indsil.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the Registrar and Share Transfer Agent for consolidation into a single folio.

16. Members are requested to make all correspondence in connection with shares held by them directly to the Registrars and Share Transfer Agents of the Company M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited), "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Tamil Nadu by quoting their Folio number or the Client ID number with DP ID number.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

18. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/ her queries to the Company through email at secretarial@indsil.com seven working days prior to the meeting. The same will be replied by the Company suitably.

19. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / Registrar & Share Transfer Agent of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of the unpaid dividend can be viewed on the Company's website www.indsil.com. The shareholders whose unclaimed dividend/ share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Sri U Kalidoss, Company Secretary is the Nodal Officer of the Company for the purpose of verification of such claims.

20. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority: Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of members who have not claimed / encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the members whose shares have been transferred to the Demat Account, Account of the IEPF Authority are available at the Company's website at www.indsil.com.

21. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report for the year 2025-26 is being sent only through electronic mode to those members whose email address is registered with the Company / RTA / Depository Participants. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the shareholders who have not registered their email address. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website www.indsil.com, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only. Further pursuant to the Listing Regulations, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at secretarial@indsil.com.

22. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

23. Pursuant to Section 393 of the Income tax Act, 2025, the Company shall be required to deduct tax at source (TDS) from dividends paid to Shareholders at the prescribed rates set out therein. For the prescribed rates for various categories, shareholders are requested to refer to the Income Tax Act, 2025 and the amendments thereof. Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), Permanent Account Number ("PAN") with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹10,000/- and who is not liable to pay Income Tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by sending an email to secretarial@indsil.com on or before 17th September 2026. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, tax will be deducted at the applicable higher rate.

    Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form No. 41, and any other document which may be required to avail the tax treaty benefits by sending an email to secretarial@indsil.com. The aforesaid declarations and documents need to be submitted by a Shareholder on or before Thursday, 17th September 2026.

    Separate intimation in this regard will be given to the Shareholders.

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

25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents.

26. Brief resume, details of shareholding and Directors/ KMP inter-se relationship with Director(s) seeking election / re-election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 are provided in this Notice.

27. a. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: https://smartodr.in/login. Members may utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between members and the Company (including RTA).

b. A Member shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ('ODR') Portal. Members are requested to take note of the same. The aforesaid SEBI Circular is available on the Company's website www.indsil.com

28. The shareholders are advised to register / update their e-mail address with the Company / RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.

29. Annual Financial Statements and related details of the Wholly Owned Subsidiary Company viz. Indsil Infrastructure Limited is posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the Registered Office of the Subsidiary Company till the date of the AGM. A copy of the same will be provided to the members on request.

30. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the documents referred to in the Notice will be available for inspection by the Members during the AGM.

31. Registration of email ID and bank account details: In case the shareholder's email ID is already registered with the Company/its RTA/ Depositories, log in details for e-voting are being sent on the registered email address.

    In case the shareholders have not registered his/ her/their email address with the Company/its RTA/ Depositories and / or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

    a. Shareholders holding shares in physical form are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at investor.helpdesk@in.mpms.mufg.com. Members may download the prescribed forms from the Company's website at www.indsil.com.

    b. In the case of Shares held in demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to its members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by National Securities Depository Limited ("NSDL") as an alternative, for all the members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting/ e-voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explains the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner.

I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e., Thursday, 10th September 2026, may refer to this Notice of the Annual General Meeting, posted on Company's website www.indsil.com for detailed procedure with regard to remote e-voting. Any person who ceases to be a Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

III. The remote e-voting period begins on Monday, 14th September 2026 at 9.00 AM (IST) and ends on Wednesday, 16th September 2026 at 5.00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., Thursday, 10th September 2026, may cast their vote electronically.

IV. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 10th September 2026.

V. Mr. M D Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and remote e-voting process in a fair and transparent manner.

VI. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the AGM by electronic means but have not cast their votes by availing the remote e-voting facility.

VII. The Scrutinizer shall, after the conclusion of voting at the AGM first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a combined scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VIII. The results shall be declared within the time stipulated under the applicable laws. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indsil.com and on the website of NSDL and be communicated to BSE Limited, where the shares of the Company are listed, by the Chairman or a person authorized by him.

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

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI Master Circular dated January 30, 2026, 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 Participant(s). Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 of Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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 & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

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

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

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

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

   c) How to retrieve your 'initial password'?

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

      (ii) If your email ID is not registered, please follow steps mentioned below.

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

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

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

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

General Guidelines for shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to indsil@mdsassociates.in with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@indsil.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@indsil.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting, for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@indsil.com on or before Tuesday, 15th September 2026. The same will be replied by the Company suitably.

6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number to secretarial@indsil.com on or before Tuesday, 15th September 2026.
7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions only during the meeting ("AGM").
8. 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 for 1,000 members on a 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Sri B Venkateswar (Membership No. 27622), Cost Accountant, Coimbatore, as the Cost Auditor of the Company for the financial year 2026-27 on a remuneration of Rs. 20,000/- (exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred) for conducting the audit of the cost accounting records of the Company.

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants, as Cost Auditor of the Company on the recommendations of the Audit Committee, which shall also recommend the remuneration for such Cost Auditor and such remuneration shall be approved by the Board of Directors and ratified subsequently by the Shareholders at General Meeting.

Accordingly, the consent of the members is sought for passing an ordinary resolution as set out in Item No. 5 of the notice for ratification of the remuneration of the Cost Auditor for the financial year 2026-27.

The Board recommends the resolution set out in Item No. 5 of the Notice for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Smt. T. Kalaivani (DIN: 09706304) was appointed as an Independent Director of the Company by the shareholders at the 32nd Annual General Meeting held on 28th September 2022 to hold office for a term of 5 (five) consecutive years up to 18th August 2027.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company and shall further be eligible for re-appointment upon passing a special resolution by the Company for another term of up to 5 (five) consecutive years ("second term").

The Nomination and Remuneration Committee and the Board of Directors, on the basis of the performance evaluation report of Smt. T. Kalaivani has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years with effect from 19th August 2027. Further, the Board of Directors considering her experience and expertise is of the opinion that the continued association of Smt. T. Kalaivani would be immensely beneficial to the Company.

Smt. T. Kalaivani is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Order issued by the Securities and Exchange Board of India (SEBI) or any other such authority. She has given her consent to act as a Director along with the declaration stating that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Smt. T. Kalaivani fulfils the conditions as specified under the Act read with the rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and is also independent of the management.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. T. Kalaivani for the office of Independent Director of the Company.

A copy of the draft letter for appointment to be issued to Smt. T. Kalaivani upon her re-appointment as an Independent Director, setting out the terms and conditions of such re-appointment, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any business day.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 6 in relation to eligibility and re-appointment of Smt. T. Kalaivani as an Independent Director of the Company for a second term of 5 (five) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms part of this Notice.

Except Smt. T. Kalaivani, being the proposed appointee Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of this Notice.

Item No. 7

Smt. Gayatri Vijaikumar (DIN: 09659550) was appointed as an Independent Director of the Company by the shareholders at the 32nd Annual General Meeting held on 28th September 2022 to hold office for a term of 5 (five) consecutive years up to 18th August 2027.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company and shall further be eligible for re-appointment upon passing a special resolution by the Company for another term of up to 5 (five) consecutive years ("second term").

The Nomination and Remuneration Committee and the Board of Directors, on the basis of the performance evaluation report of Smt. Gayatri Vijaikumar has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years with effect from 19th August 2027. Further, the Board of Directors considering her experience and expertise is of the opinion that the continued association of Smt. Gayatri Vijaikumar would be immensely beneficial to the Company.

Smt. Gayatri Vijaikumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Order issued by the Securities and Exchange Board of India (SEBI) or any other such authority. She has given her consent to act as a Director along with the declaration stating that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Smt. Gayatri Vijaikumar fulfils the conditions as specified under the Act read with the rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and is also independent of the management.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Gayatri Vijaikumar for the office of Independent Director of the Company.

A copy of the draft letter for appointment to be issued to Smt. Gayatri Vijaikumar upon her re-appointment as an Independent Director, setting out the terms and conditions of such re-appointment, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any business day.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 7 in relation to eligibility and re-appointment of Smt. Gayatri Vijaikumar as an Independent Director of the Company for a second term of 5 (five) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms part of this Notice.

Except Smt. Gayatri Vijaikumar, being the proposed appointee Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 7 of this Notice.

Item No. 8

The members of the Company at their 34th Annual General Meeting held on 20th September 2024 granted their approval for payment of commission / compensation of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum, to be paid and distributed amongst the Non-Executive Directors of the Company in such manner as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a term of three (3) financial years from 1st April 2024 till 31st March 2027.

In view of the increasing responsibilities and active involvement of the Non-Executive Directors in the governance of the Company, it is proposed to continue the payment of commission / compensation to them for a further term of three (3) financial years with effect from 1st April 2027.

Accordingly, considering the above, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their respective meetings held on 25th May 2026, have inter alia recommended the proposal for payment of commission/ compensation to the Non-Executive Directors up to a sum not exceeding Rs. 10,00,000/- per annum, to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner, either by way of monthly payment or otherwise, and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a further term of three (3) financial years commencing from 1st April 2027.

Pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is required to be obtained for payment of commission / compensation to the Non-Executive Directors of the Company. Further, pursuant to the provisions of Section 197(3) of the Act, read with the amended Schedule V thereto, if in any financial year, the Company has no profits or its profits are inadequate, the Company can pay remuneration to the Non-Executive Directors not exceeding the limits as specified under Item A of Section II of Part II of the Schedule V of the Act. However, remuneration in excess of the limits as given in Schedule V of the Act may be paid provided a Special Resolution is passed by the members.

The disclosures as required under Schedule V of the Act and Secretarial Standards 2 on general meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

The Board recommends the resolution as set out in Item No. 8 of the Notice for the approval of the members.

Except the non-executive directors, being the beneficiaries, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 8 of the Notice.

By Order of the Board of Directors

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Place: Coimbatore
Date: 25.05.2026

KALIDOSS U
COMPANY SECRETARY

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

Relevant to payment of remuneration to the non-executive directors.

I. GENERAL INFORMATION

1. Nature of Industry

Ferro alloy Industry/ Steel Industry

2. Date or expected date of commencement of commercial production

The Company was incorporated on 30th August 1990 and commenced commercial production during the year 1994.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators (Rs. in lakhs except EPS)

Particulars	**2025-26**	**2024-25**
Sales & other income	15,460.28	23,823.12
Profit/ (Loss) before tax	1,521.14	9,115.96
Profit/ (Loss) after tax	1,499.71	7,607.92
Paid-up share capital	2,779.11	2,779.11
Reserves and Surplus	16,999.96	15,682.03
Basic Earnings per share	5.40	27.38

5. Foreign Investments or collaborations, if any.

Nil

II. INFORMATION ABOUT THE DIRECTORS

S. No.	Particulars	Sri. Vishwaa Narasiman	Sri. Rudra Narsiman
1	Background details	He is an MBA graduate from the University of Nottingham, U.K. He is currently associated with a Media Tech Company and brings with him expertise in sales and marketing, coupled with knowledge of global trends in various fields and industries.	He is an Economics graduate from the University of Michigan, Ann Arbor, USA. He is currently associated with a Private Equity Fund as a finance professional and brings with him deep expertise in financial engineering as well as knowledge of global trends in finance and various other industries.
2	Past Remuneration	Kindly refer to the Corporate Governance Report	Kindly refer to the Corporate Governance Report
3	Recognition or awards	Nil	Nil
4	Job Profile and his suitability	As the non-executive and non-independent director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.	As the non-executive and non-independent director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid / proposed to be paid, he does not have any pecuniary relationship with the Company. He is the son of Mr. Vinod Narsiman, Whole Time Director and brother of Mr. Rudra Narsiman, Director.	Besides the remuneration paid / proposed to be paid, he does not have any pecuniary relationship with the Company. He is the son of Mr. Vinod Narsiman, Whole Time Director and brother of Mr. Vishwaa Narasiman, Director.

S. No.	Particulars	Smt. T Kalaivani	Smt. Gayatri Vijaikumar
1	Background details	She is a Commerce graduate and has enormous experience in the field of management and finance.	She is having rich experience in the field of gold business and management.
2	Past Remuneration	Kindly refer to the Corporate Governance Report	Kindly refer to the Corporate Governance Report
3	Recognition or awards	Nil	Nil
4	Job Profile and her suitability	As an independent director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.	As an independent director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid / proposed to be paid, she does not have any pecuniary relationship with the Company. She is not related to any other Director or Key Managerial Personnel of the Company.	Besides the remuneration paid / proposed to be paid, she does not have any pecuniary relationship with the Company. She is not related to any other Director or Key Managerial Personnel of the Company.

S. No.	Particulars	Smt. Anu Murali	Sri. Narasimhan Ramu
1	Background details	She is a Commerce graduate and has significant expertise in Finance and Accounts.	He is a B. Com graduate and has an MBA in Corporate Finance from PSG College of Technology. He has an experience of 38 years in the field of Accounts and Finance.

S. No.	Particulars	Smt. Anu Murali	Sri. Narasimhan Ramu
2	Past Remuneration	Kindly refer to the Corporate Governance Report	Kindly refer to the Corporate Governance Report
3	Recognition or awards	Nil	Nil
4	Job Profile and his/her suitability	As an independent director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.	As an independent director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid / proposed to be paid, she does not have any pecuniary relationship with the Company. She is not related to any other Director or Key Managerial Personnel of the Company.	Besides the remuneration paid / proposed to be paid, he does not have any pecuniary relationship with the Company. He is not related to any other Director or Key Managerial Personnel of the Company.

II. OTHER INFORMATION

1. Reasons for loss or inadequate profits

Not applicable as the Company has earned a profit during the year. However, the Company foresees a situation where it may have loss or inadequacy of profits in the ensuing financial years owing to economic and business slowdown caused by various external factors.

2. Steps taken or proposed to be taken for improvement.

Not applicable.

3. Expected increase in productivity and profits in measurable terms.

Not applicable.

III. DISCLOSURES

(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report.

(ii) Details of fixed component and performance linked incentives along with the performance criteria

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report.

(iii) Service contracts, notice period, severance fees

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Please refer to Section titled “Remuneration of Directors” as contained in the Corporate Governance Report

By Order of the Board of Directors

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Place: Coimbatore
Date: 25.05.2026

KALIDOSS U
COMPANY SECRETARY

Additional information on Directors as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by Institute of Company Secretaries of India.

Name	Sri. Vinod Narsiman	Sri. Subbia Thangaraj
DIN	00035746	06459324
Date of Birth	27th March 1972	10th October 1962
Nationality	Indian	Indian
Date of appointment on the Board	22nd May 2024	4th October 2025
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Sri Vinod Narsiman is the father of Sri. Vishwaa Narasiman and Sri. Rudra Narsiman, Directors of the Company.	Not related to any of the other Directors or Key Managerial Personnel of the Company.
Qualification	B.E., MBA (University of Michigan)	B.A. Economics
Expertise in area / Experience	Sri. Vinod Narsiman has more than two decades of experience in the ferro alloy industry and wide experience in management and administration.	Sri. Subbia Thangaraj has more than three decades of experience in the industry.
No. of shares held (including shareholding as a beneficial owner)	1,74,322 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	649 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.
Board position held	Whole Time Director	Whole Time Director
Terms and conditions of appointment / re-appointment	The appointment shall be governed by the resolution passed by the shareholders in their meeting.	The appointment shall be governed by the resolution passed by the shareholders in their meeting.
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	He is entitled to salary and perquisites as detailed in the resolution passed by the shareholders through Postal Ballot on 21st December 2024	He is entitled to salary and perquisites as detailed in the resolution passed by the shareholders through Postal Ballot on 18th December 2025.
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	1. Sunmet Holdings India Private Limited 2. SNV Holdings Private Limited 3. Indsil Infrastructure Limited	Crosimn Agencies Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	Nil	Nil

Name	Smt. T Kalaivani	Smt. Gayatri Vijaikumar
DIN	09706304	09659550
Date of Birth	15th May 1980	11th November 1963
Nationality	Indian	Indian
Date of appointment on the Board	19th August 2022	19th August 2022
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B. Com	SSLC
Expertise in area / Experience	Smt. T Kalaivani has enormous experience in the field of management and finance.	Smt. Gayatri Vijaikumar is having rich experience in the field of gold business and management
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee at its meeting held on 25th May 2026 considering Smt. T Kalaivani's financial and management expertise, has recommended to the Board her re-appointment as an Independent Director	The Nomination and Remuneration Committee at its meeting held on 25th May 2026 considering Smt. Gayatri Vijaikumar's management expertise, has recommended to the Board her re-appointment as an Independent Director
No. of shares held (including shareholding as a beneficial owner)	Nil. Further, she does not hold beneficial interest in the equity shares of the Company	Nil. Further, she does not hold beneficial interest in the equity shares of the Company
Board position held	Independent Director	Independent Director
Terms and conditions of appointment / re-appointment	As set out in Item No. 6 of the Notice	As set out in Item No. 7 of the Notice
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	As set out in Item No. 8 of the Notice	As set out in Item No. 8 of the Notice
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	Nil	Nil
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil
Chairmanship / Membership of the Committees of the Board of other Companies in which she is Director	Nil	Nil

Name	Sri. Vishwaa Narasiman	Sri. Rudra Narsiman
DIN	08110767	08999895
Date of Birth	18th April 1994	15th January 1999
Nationality	Indian	Indian
Date of appointment on the Board	4th October 2025	4th October 2025
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Sri. Vishwaa Narasiman is the son of Sri. Vinod Narsiman, Whole Time Director and brother of Sri. Rudra Narsiman, Director.	Sri. Rudra Narsiman is the son of Sri Vinod Narsiman, Whole Time Director and brother of Mr. Vishwaa Narasiman, Director.
Qualification	MBA	Economics graduate
Expertise in area / Experience	Sri. Vishwaa Narasiman is an MBA graduate from the University of Nottingham, U.K. He is currently associated with a Media Tech Company and brings with him expertise in Sales and Marketing, coupled with knowledge of global trends in various fields and industries.	Sri. Rudra Narsiman is an Economics graduate from the University of Michigan, Ann Arbor, USA. He is currently associated with a Private Equity Fund as a finance professional and brings with him deep expertise in financial engineering as well as knowledge of global trends in finance and various other industries.
No. of shares held (including shareholding as a beneficial owner)	2,718 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	2,718 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.
Board position held	Non- Executive Director	Non- Executive Director
Terms and conditions of appointment / re-appointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	As specified in Item No. 8 of the Notice	As specified in Item No. 8 of the Notice
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	1. Sunmet Holdings India Pvt Ltd 2. SNV Investments Pvt Ltd 3. Indsil Infrastructure Ltd 4. SNV Holdings Private Ltd	1. Sunmet Holdings India Pvt Ltd 2. Indsil Infrastructure Ltd 3. SNV Holdings Pvt Ltd
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil
Chairmanship / Membership of the Committees of the Board of other Companies in which she is Director	Nil	Nil

Name	Smt. Anu Murali	Sri Narasimhan Ramu
DIN	11327305	10690176
Date of Birth	4th December 1983	1st January 1958
Nationality	Indian	Indian
Date of appointment on the Board	4th October 2025	8th September 2024
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Not related to any of the other Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B. Com	B. Com, MBA Corporate Finance
Expertise in area / Experience	Smt. Anu Murali is a Commerce graduate and has significant expertise in Finance and Accounts.	Sri. Narasimhan Ramu has an experience of 40 years in the field of Accounts and Finance.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Company will be well served by Smt. Anu Murali's financial and management acumen.	The Company will be well served by Sri. Narasimhan Ramu's financial and management expertise.
No. of shares held (including shareholding as a beneficial owner)	Nil. Further, she does not hold beneficial interest in the equity shares of the Company	Nil. Further, he does not hold beneficial interest in the equity shares of the Company
Board position held	Independent Director	Independent Director
Terms and conditions of appointment / re-appointment	The appointment shall be governed by the resolution passed by the shareholders in their meeting.	The appointment shall be governed by the resolution passed by the shareholders in their meeting.
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	As specified in Item No. 8 of the Notice	As set out in Item No. 8 of the Notice
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	Nil	Nil
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil
Chairmanship / Membership of the Committees of the Board of other Companies in which he/she is Director	Nil	Nil

INDSIL

DIRECTORS' REPORT TO SHAREHOLDERS

Dear Shareholders,

The Board of Directors of your Company are pleased to present the 36th Annual Report on the operations and business of the Company along with the Audited Financial Statements of the Company for the year ended 31st March 2026.

FINANCIAL RESULTS

The performance for the financial year ended 31st March 2026 is as under:

(₹ in lakhs)

Particulars	Standalone		Consolidated
	2025-26	2024-25	2025-26
Total Income	15,460.28	23,823.12	15,460.28
Less: Operating Expenses	13,634.99	13,451.96	13,634.99
Less: Finance Cost	1.84	325.76	1.84
Profit/ (Loss) before depreciation and tax	1,823.45	10,045.40	1,823.45
Less: Depreciation	302.32	296.80	302.32
Profit/ (Loss) before Tax and exceptional items	1,521.14	9,748.60	1,521.14
Exceptional Items	-	632.64	-
Profit/ (Loss) before Tax	1,521.14	9,115.96	1,521.14
Less: Provision for Tax	21.43	1,508.04	21.43
Net Profit/ (Loss) after Tax	1,499.71	7,607.92	1,499.71

Note: Indsil Infrastructure Limited was incorporated as a wholly owned subsidiary of the Company on 23rd October 2025. Hence, the Company is required to prepare consolidated financial statement for the first time for the year ended 31st March 2026. Accordingly, the presentation of comparative figures does not arise.

FINANCIAL PERFORMANCE

During the period under review, the Company has achieved a total income of Rs. 15,460.28 lakhs as against Rs. 23,823.12 Lakhs in the previous year. The Company has earned a net profit after tax of Rs. 1,499.71 Lakhs as against a net profit after tax of Rs. 7,607.92 lakhs in the previous year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March 2026.

STATE OF AFFAIRS

Operations

During the year under review, the Company has achieved a revenue from operations of Rs. 15,151.79 lakhs as against Rs. 12,754.85 Lakhs in the previous year.

During the year under review, the Company generated 52.36 million units of power as against 44.20 million units during the previous year.

FUTURE PROSPECTS

The outlook and future prospects of the Company are presented in the "Management Discussion and Analysis Report" forming part of this Report.

INDSIL INFRASTRUCTURE LIMITED, WHOLLY OWNED SUBSIDIARY

During the year under review, the Company had incorporated a wholly owned subsidiary named "Indsil Infrastructure Limited" on 23rd October 2025 with a paid-up share capital of Rs. 1,00,000/-. The Company was incorporated with the objects of carrying on the business of real estate and development of infrastructure for commercial and business purpose. However, the Company is yet to commence any business operations during the year under review

TRANSFER TO RESERVES

The Company has not transferred any amount to its reserves during the year under review. However, the current year profit of Rs. 1,499.71 Lakhs has been carried forward under the head retained earnings.

DIVIDEND

Your directors are pleased to recommend a dividend of Rs. 0.60 per equity share (6%) of face value of Rs. 10/- each. If the dividend, as recommended above, is declared by the Members at the Annual General Meeting, the total outflow towards dividend on Equity Shares for the year would be Rs. 166.75 Lakhs (Previous year Rs. 138.96 lakhs).

TRANSFER OF UNCLAIMED DIVIDEND / SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Sections 124 and 125 of the Companies Act, 2013, unpaid/unclaimed dividend is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government upon completion of seven years from the date of payment of dividend. Since the Company had not declared any dividend for the financial year 2018-19, no amount is due for transfer to the IEPF.

Further, pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 52,197 equity shares of Rs. 10/- each on which dividend had remained unclaimed for a period of seven years have been transferred to the credit of the demat account identified by the IEPF Authority during the year under review.

SHARE CAPITAL

The issued, subscribed and paid-up Share Capital of the Company as at 31st March 2026 stood at 2,77,91,122 Equity Shares of Rs.10/- each. There was no change in the share capital of the Company during the year under review.

ANNUAL RETURN

The Annual Return of the Company for the financial year 2025-26 as required under Section 92(3) of the Companies Act, 2013 will be hosted on the website of the Company and can be accessed on the Company's website at https://www.indsil.com/investors-relation/.

BOARD MEETINGS CONDUCTED DURING THE PERIOD UNDER REVIEW

During the year under review, 6 (Six) Meetings of the Board of Directors were held. Further details regarding the meetings of Board of Directors and Committees thereof are provided under the Corporate Governance Report annexed herewith.

STATEMENT ON COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and such systems are adequate and operating effectively. The Company has duly complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meeting of the Board of Directors (SS-1) and General Meeting (SS-2).

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, the Board hereby confirms that-

a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there was no material departure from those standards.

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 at the end of the financial year and of the profit of the Company for that period.

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) the Directors had prepared the annual accounts 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 system to ensure compliance with the provisions of all the applicable laws and such systems were adequate and operating effectively.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143 (12) OF THE COMPANIES ACT, 2013 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There were no instances of frauds identified or reported by the Statutory Auditors during the course of their audit pursuant to Section 143(12) of the Companies Act, 2013.

DECLARATION OF INDEPENDENT DIRECTORS

All the Independent directors have given declarations to the effect that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 read with Schedules and Rules issued thereunder and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that their name is included in the data bank as per Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended).

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND OTHER MATTERS PROVIDED UNDER SECTION 178(3) OF THE COMPANIES ACT, 2013

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for fixing the remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and Employees of the Company.

The salient features of Nomination and Remuneration policy as formulated by the Company is as follows:

i. To formulate the criteria for appointment, re-appointment, removal of Director, Key Managerial Personnel, Senior Management and other employees in the Company.

ii. To formulate the manner and criteria for determining qualification, positive attributes of an independent director.

iii. To determine the criteria for payment of remuneration to Directors and Senior Management Personnel with an aim of attracting, retaining and motivating people required to run the Company successfully.

iv. To determine the evaluation of performance of the Members of the Board including Independent Directors.

The Nomination and Remuneration Policy of the Company can be accessed on the Company's website at the link https://www.indsil.com/investors-relation/.

COMMENTS ON AUDITOR'S REPORT

There were no qualifications, reservations, adverse remarks or disclaimers made by M/s. Divya K R & Associates, Statutory Auditors, in their report.

In respect of the observations made by M/s. MDS & Associates LLP, Company Secretaries, Secretarial Auditors, in their report, on compliance with labour and environmental laws, your directors wish to state that the Company will take necessary steps to ensure proper records are maintained going forward.

Apart from the above, there were no qualifications, reservations or adverse remarks or disclaimers made by M/s. MDS & Associates LLP, Company Secretaries, Secretarial Auditors in their report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of investments made by the Company during the year under review under Section 186 of the Companies Act, 2013 has been disclosed in the notes to the financial statements. However, the Company has not granted any loan or given any security or guarantee pursuant to the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions entered into by the Company with related parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2025-26 were in the ordinary course of business and on arms' length basis.

The particulars of contract and arrangement entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 which are material in nature are disclosed in **Annexure 1** (Form No. AOC-2) and forms part of this Report.

The policy on Related Party Transactions as approved by the Board of Directors of the Company has been uploaded on the Company's website and may be accessed through the link at https://www.indsil.com/investors-relation/.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year as on 31st March 2026 and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 2** and is attached to this Report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The risk management and minimization procedure adopted and followed by the Company is adequate in relation to the nature and size of the business. The same is reviewed periodically for improvement.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable for the year under review. However, the Company has developed a Corporate Social Responsibility Policy

in line with the activities mentioned in Schedule VII of the Companies Act, 2013 and the same is posted on the Company's website at the link https://www.indsil.com/investors-relation/.

ANNUAL EVALUATION OF THE BOARD ON ITS OWN PERFORMANCE AND OF THE INDIVIDUAL DIRECTORS AND COMMITTEES

On the advice of the Board of Directors, the Nomination and Remuneration Committee of the Board of Directors of the Company formulated the criteria for evaluation of the performance of the Board of Directors & its Committees, Independent Directors and Non-Independent Directors of the Board. Based on that, performance evaluation has been undertaken. The Independent Directors of the Company have also convened a separate meeting for this purpose.

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board of Directors have evaluated the Independent Directors appointed during the year and opined that the integrity, expertise, and experience (including proficiency) of the Independent Directors is satisfactory.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Sri. Vinod Narsiman (DIN: 00035746) and Sri. Subbia Thangaraj (DIN: 06459324), Whole Time Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

Your Directors recommend their re-appointment.

Sri. R Muthiah was appointed as the Chief Financial Officer of the Company with effect from 28th May 2025.

During the year under review, Sri K Ramakrishnan (DIN: 02797842), Whole Time Director and Sri. S Varadarajan (DIN: 08744090), Director, resigned from the Board of Directors of the Company with effect from 4th October 2025. The Board wishes to place on record their sincere appreciation for the valuable contributions made by them during their tenure as Directors of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Sri. Subbia Thangaraj (DIN: 06459324) was appointed as an Additional Director by the Board of Directors of the Company with effect from 4th October 2025 and was subsequently appointed as a Whole-Time Director of the Company for a term of 5 consecutive years with effect from 4th October 2025, pursuant to the approval granted by the members through postal ballot on 18th December 2025.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Smt. Anu Murali (DIN: 11327305) was appointed as an Additional Director (Independent Non-Executive) by the Board of Directors of the Company with effect from 4th October 2025 and was subsequently appointed as an Independent Director of the Company for a period of 5 consecutive years with effect from 4th October 2025 pursuant to the approval granted by the members through postal ballot on 18th December 2025.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Sri Vishwaa Narasiman (DIN: 08110767) and Sri Rudra Narsiman (DIN: 08999895) were appointed as an Additional Directors (Non-executive Non-Independent) by the Board of Directors of the Company with effect from 4th October 2025 and were subsequently, appointed as Directors of the Company through postal ballot on 18th December 2025.

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Sri Vinod Narsiman and Sri Subbia Thangaraj, Whole Time Directors, Sri R Muthiah, Chief Financial Officer and Sri. Kalidoss U, Company Secretary.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Joint Venture or Associate Company. However, the Company has incorporated a wholly owned subsidiary viz. M/s. Indsil Infrastructure Limited on 23rd October 2025.

The highlights of the performance of subsidiary and its contribution to the overall performance of the company have been disclosed earlier in this report.

The Board has approved a policy for determining material subsidiaries which has been uploaded on the Company's website and can be accessed at the link https://www.indsil.com/investors-relation/.

A report containing the salient features of the subsidiary as required under Section 129(3) of the Companies Act, 2013 in Form AOC-1 is attached herewith as **Annexure 3** to this report.

The consolidated financial statements of the Company prepared in accordance with the applicable accounting standards have been annexed to the Annual Report. The consolidated financial statements have been prepared on the basis of audited financial statements of the Company and its subsidiary, as approved by their respective Board of Directors. The Annual Accounts of the Subsidiary will be posted on the website of the Company viz., www.indsil.com and will also be kept open for inspection by the shareholders at the Registered Office of the Company. The Company shall also provide copy of the Annual Accounts of Subsidiary to the shareholders upon their request.

DEPOSITS

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 and hence, there are no deposits remaining unclaimed or unpaid as on 31st March 2026. Accordingly, the question of default in repayment of deposits or payment of interest thereon, during the year, does not arise.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has put in place proper systems and procedures to detect and protect the Organizational resources both tangible and intangible. The Company has also put in place the following to ensure the adequacy of internal financial controls:

- the Company maintains all its records in ERP System and the workflow and approvals are routed through ERP.
- the Company has appointed Internal Auditors to check the Internal Controls and also check whether the workflow of the Organization is in accordance with the approved policies,
- Internal Auditors present to the Audit Committee, the Internal Audit Report and Management Comments on the Internal Audit observations.

The Directors and Management confirm that the Internal Financial Controls (IFC) are adequate with respect to the operations of the Company. A report of Auditors pursuant to Section 143(3)(i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors Report.

MAINTENANCE OF COST RECORDS AS MANDATED BY THE CENTRAL GOVERNMENT

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company was required to maintain cost records. Accordingly, the Company has duly made and maintained the cost records as mandated by the Central Government.

INDSIL

AUDITORS

STATUTORY AUDITORS

Ms. K. R. Divya (Membership Number 238896), Chartered Accountant, Coimbatore was appointed as Statutory Auditor of the Company at the 33rd Annual General Meeting held on 21st September 2023 for a period of five consecutive years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company. Subsequent to her appointment, Ms. K. R. Divya registered her practice as a sole proprietorship firm under the name and style "M/s. Divya K R and Associates" with the Institute of Chartered Accountants of India bearing the Firm Registration No. 027280S. The audit report issued by M/s. Divya K R and Associates is enclosed and forms part of this Annual Report.

The Company has received a certificate from M/s. Divya K R & Associates confirming that they are not disqualified from continuing as Statutory Auditors of the Company.

COST AUDITOR

Pursuant to the provision of Section 148 of the Companies Act, 2013 and as per the recommendation of the Audit Committee, the Board of Directors, have appointed Sri B Venkateswar (Membership No. 27622), Cost Accountant, Coimbatore as Cost Auditor of the Company for the financial year 2026-27. The remuneration payable to the Cost Auditor is subject to the ratification of the members in General Meeting. The Board recommends their remuneration for members ratification.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had appointed M/s. MDS & Associates LLP, Company Secretaries, as Secretarial Auditors of the Company at the 35th Annual General Meeting held on 11th September 2025 for a term of five consecutive financial years commencing from the financial year 2025-26. The report of the Secretarial Auditors for the financial year 2025-26 is annexed herewith as **Annexure 4** to this report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

No applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016.

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

The disclosure under this clause is not applicable as the Company has not undertaken any valuation at the time of one-time settlement with the banks or financial institutions during the year under review.

PARTICULARS OF EMPLOYEES

The disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure 5**.

EMPLOYEE STOCK OPTION SCHEME

The Company has implemented the Indsil Hydro Power and Manganese Limited Employee Stock Option Scheme 2018 (Indsil ESOS 2018). The Nomination and Remuneration Committee administers and monitors the Employees' Stock Option Scheme of the Company. The disclosure pursuant to the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is given in **Annexure 6** to this report.

The Company has received a Certificate from the Secretarial Auditors of the Company that the above referred Scheme had been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolutions passed by the members in this regard.

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

The Company has been employing women employees in various cadres within the Office/factory premises. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received from any employee during the financial year 2025-26 and hence no complaint is outstanding as on 31.03.2026 for redressal.

COMPLIANCE WITH THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961.

The Company has complied with the provisions relating to the Maternity Benefits Act, 1961, wherever applicable during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis is annexed herewith as Annexure 7 to this report.

CORPORATE GOVERNANCE

A report on Corporate Governance is annexed and forms part of this report. The Company has complied with the conditions relating to Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE

The Company has an Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Kindly refer to the Section on Corporate Governance, under the head 'Audit Committee' for matters relating to the composition, meetings and functions of the Committee. The Board has accepted all the recommendations of Audit Committee during the year whenever required and hence no disclosure as required under Section 177(8) of the Companies Act, 2013 with respect to rejection of any recommendations of Audit Committee by Board is necessary.

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

The Company has constituted a Vigil Mechanism as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted a formal mechanism to the Directors and employees to report about unethical behaviour, suspected fraud or violation of Code of Conduct and ethics. The Policy aims at conducting the affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. The policy can be accessed on the Company's website at the link https://www.indsil.com/investors-relation/.

CEO/CFO CERTIFICATION

As required under SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015, the Whole-Time Director and the Chief Financial Officer have furnished necessary Certificate to the Board on the financial statements presented.

INDSIL

ACKNOWLEDGEMENTS

Your Directors are extremely thankful to the bankers for their continued support. Your Directors acknowledge and express their grateful appreciation for the co-operation and support received from Government Authorities, Kerala State Industrial Development Corporation, employees, customers and suppliers. They also thank the shareholders for the confidence reposed by them in the management of the Company and for their continued support and co-operation.

For and on behalf of the Board

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

SUBBIA THANGARAJ
WHOLE-TIME DIRECTOR
DIN: 06459324

Place: Coimbatore
Date: 25.05.2026

INDSIL

Form No. AOC-2 **ANNEXURE - 1**

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

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 on arm's length basis – Not applicable

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

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangement or transactions including the value, if any.	Date(s) of approval by the Board, if any.	Amount paid as advances, if any ₹
Sunmet Holdings India Private Limited	Holding Company	Sale and Purchase of Chrome ore and other raw materials, semi-finished goods and finished goods and leasing of property	For a period from the conclusion of the 35th Annual General Meeting till the conclusion of the 36th Annual General Meeting	Sale and Purchase of Chrome ore and other raw materials, semi-finished goods and finished goods and leasing of property for an amount not exceeding Rs. 25 Crores per annum	28.05.2025	Nil

For and on behalf of the Board

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

SUBBIA THANGARAJ
WHOLE-TIME DIRECTOR
DIN: 06459324

Place: Coimbatore
Date: 25.05.2026

INDSIL

ANNEXURE - 2

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

i.	Steps taken for Conservation of Energy:	At the time of installation of the equipment, sufficient devices have already been incorporated to conserve energy. These devices and furnace operation practices based on indigenous technology have resulted in maintaining the industry standards of consumption.
ii.	Steps taken by the Company for utilising alternate sources of energy:	Not Applicable
iii.	Capital investment on energy conservation equipments:	Nil

B. TECHNOLOGY ABSORPTION

i.	Efforts made towards technology absorption	The Company through R & D in process control has consistently improved the performance through innovative practices developed and perfected in-house.
ii.	Benefits derived like product improvement, cost reduction, product development or import substitution	The metallurgical balance and recovery rates achieved through in-house R & D had made this Company outstanding in performance when compared with other industries in this class.
iii.	Information regarding imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	Nil
iv.	Expenditure incurred on Research & Development:	R & D is done on a continuous basis and products with critical specification and better grades have been achieved. This being a continuous process industry, development of newer and better products is achieved as a part of regular manufacturing process and therefore no separate cost allocation can be done for R & D. The Company has developed indigenous system for raw material feeding and for furnace stoking which, in turn enhances the versatility of the batching system.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

₹ in lakhs

Particulars	**2025-26**	**2024-25**
Earnings	153.02	Nil
Expenditure	Nil	Nil

For and on behalf of the Board

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

SUBBIA THANGARAJ
WHOLE-TIME DIRECTOR
DIN: 06459324

Place: Coimbatore
Date: 25.05.2026

INDSIL

ANNEXURE 3

Form AOC-1

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

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

Part "A": Subsidiaries

S. No.	Particulars	Details
1.	CIN/ any other registration number of subsidiary company	U41000TZ2025PLC036462
2.	Name of the Subsidiary	Indsil Infrastructure Limited
3.	Date since when subsidiary was acquired	23rd October 2025
4.	Provisions pursuant to which the Company has become a subsidiary	Section 2(87)(ii)
5.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Not Applicable
6.	Reporting Currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
7.	Share Capital	Rs. 1 lakh
8.	Reserves & Surplus	Nil
9.	Total assets	Rs. 1 lakh
10.	Total Liabilities	Nil
11.	Investments	Nil
12.	Turnover	Nil
13.	Profit/(Loss) before taxation	Nil
14.	Provision for taxation	Nil
15.	Profit/(Loss) after taxation	Nil
16.	Proposed dividend	Nil
17.	Percentage of shareholding	100%

1. Names of subsidiaries which are yet to commence operations – **M/s. Indsil Infrastructure Limited.**
2. Names of subsidiaries which have been liquidated or sold during the year – **NIL**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

The Company does not have any Associate Companies and Joint Ventures and hence the disclosure pursuant to Section 129(3) of the Companies Act, 2013 with regard to Associate Companies and Joint Ventures does not arise.

For and on behalf of the Board

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

SUBBIA THANGARAJ
WHOLE-TIME DIRECTOR
DIN: 06459324

Place: Coimbatore
Date: 25.05.2026

INDSIL

ANNEXURE - 4

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 of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members,
INDSIL HYDRO POWER AND MANGANESE LIMITED
(CIN: L27101TZ1990PLC002849)
Indsil House, Door No.: 103-107,
T.V. Samy Road (West), R S Puram,
Coimbatore – 641002, Tamil Nadu

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

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

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company 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. The following Regulations 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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

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

   f. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

v. The following laws, as identified by the management, are specifically applicable to the industry to which the Company belongs,

   a. Mines and Minerals (Development and Regulation) Act, 1957 & Andhra Pradesh Mineral Dealer Rules, 2017

   b. The Electricity Act, 2003 read with the Electricity Rules, 2005, Kerala State Electricity Regulatory Commission (Licensing) Regulations, 2006 & Kerala State Electricity Regulatory Commission (Conditions of License for State Transmission Utility) Regulations, 2005

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

a. Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI)

b. The Listing Agreement entered into by the Company with BSE Limited

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations and Standards etc., mentioned above.

We further report that, during the year under review, there were no actions/ events in pursuance of the following Rules/Regulations requiring compliance thereof by the Company:

a. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

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

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

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

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

We further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable except to the extent of non-maintenance of certain records as required under the labour and environmental laws and delays in payment of gratuity to the employees.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditors and other designated professionals.

We further report that

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

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

All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the period under review, the Company incorporated a Wholly Owned Subsidiary Company in India, namely “Indsil Infrastructure Limited” and has complied with the provisions of Sections 179 and 186 of the Companies Act, 2013 read with the relevant rules made thereunder.

Other than the above, there were no instances of

- Public / Rights / Preferential issue of shares / debentures / sweat equity.
- Redemption / Buy-back of securities.
- Major decision taken by the members pursuant to Section 180 of the Companies Act, 2013
- Merger / amalgamation / reconstruction etc.
- Foreign technical collaborations

For MDS & Associates LLP
Company Secretaries

M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 6468/2025
UDIN: F000960H000398731

Place : Coimbatore
Date : 25.05.2026

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

‘Annexure A’

ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE

To
The Members,
INDSIL HYDRO POWER AND MANGANESE LIMITED
(CIN: L27101TZ1990PLC002849)
Indsil House, Door No.: 103-107,
T.V. Samy Road (West), R S Puram,
Coimbatore – 641002

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

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

For MDS & Associates LLP
Company Secretaries

M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 6468/2025
UDIN: F000960H000398731

Place : Coimbatore
Date : 25.05.2026

ANNEXURE – 5

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

1. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended 31st March 2026 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year ended 31st March 2026.

S. No.	Director	Category	Ratio to median remuneration	% increase
1	Sri. Vinod Narsiman	Whole-time Director	15.25:1	(33.77)
2	Sri. Subbia Thangaraj #	Whole-time Director	1.75:1	NA
3	Smt. T Kalaivani	Director	0.23:1	13.04 +
4	Smt. V Gayatri	Director	0.28:1	71.43 +
5	Sri. R Narasimhan	Director	0.28:1	71.43 +
6	Smt. Anu Murali ^	Director	0.23:1	NA
7	Sri. Vishwaa Narasiman @	Director	0.26:1	NA
8	Sri. Rudra Narsiman @	Director	0.26:1	NA
9	Sri. K Ramakrishnan $	Whole-time Director	0.52:1	NA
10	Sri. S Varadarajan $	Director	0.26:1	NA
11	Sri R Muthiah*	Chief Financial Officer	-	10.40
12	Sri U Kalidoss	Company Secretary	-	Nil

NA - Not Applicable

\# Appointed as Director of the Company with effect from 4th October 2025 and subsequently as Whole-time Director of the Company with effect from 4th October 2025.

^ Appointed as Independent Director of the Company for a term of five (5) consecutive years with effect from 4th October 2025.

@ Appointed as Director of the Company with effect from 4th October 2025.

* Appointed as Chief Financial Officer of the Company with effect from 28th May 2025.

$ Ceased to be a Director of the Company with effect from 4th October 2025.

\+ Sitting Fees paid in financial year 2024-25 has not been considered as remuneration.

2. Percentage increase in the median remuneration of employees in the financial year: 0.66%

3. Number of permanent employees on the rolls of Company as on 31st March 2026: 192

4. 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: (0.05)

5. Affirmation that the remuneration is as per the Remuneration Policy of the Company.

   Your directors affirm that the remuneration is as per the Nomination and Remuneration Policy of the Company.

B. Details of Top 10 Employees in terms of gross remuneration paid during the year ended 31st March 2026.

PART A – Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No	Name of Employee	Designation	Remuneration (₹ In lakhs)	Qualification	Experience (in years)	Date of commencement of Employment	Age	Last Employment
1.	Vinod Narsiman	Whole Time Director	52.38	B.E., MBA	29	14.11.2024	54	NA
2.	Vakada Gopi	Unit Head	21.13	BA	38	01.02.2012	59	GM at Jayalakshmi Ferro Alloys
3.	Praveen TV	Chief Manager (Production & Process)	14.32	Dip (Electronics & Communication)	31	25.07.2012	54	NA
4.	Muthiah R	Chief Financial Officer	12.95	MBA Finance	32	08.04.2013	53	Precot Ltd
5.	Rajkumar D	AGM - Finance	11.49	B.Com., MBA Finance	33	15.07.2013	56	Precot Ltd
6.	Sinha S K	GM - C & A	10.58	Bachelor of Chemical Engineering	38	22.11.2004	64	The Waxpol Industries Ltd, Pepocarbon & Chemicals Co, Birla Cements
7.	Rajan Jose K	GM - Works	10.33	B.Sc., Engineering	57	10.12.2003	80	Elgi Rubber Company Ltd
8.	Selvaraj R	Chief Marketing	8.91	MA., Economics	37	16.01.2020	58	Karthik Alloys Limited
9.	Sivakumar N	Production Manager	8.90	B.Sc., Chemistry	35	05.12.2020	56	Phelton, Bhutan
10.	Sadasivam K	Sr. Manager Accounts	8.71	M.Com.,	20	01.07.2019	43	Lakshmi Life Science Limited

Note:

1. Nature of employment: All executives are on the permanent rolls of the Company.
2. Remuneration includes salary, allowances, contribution to Provident Fund, Gratuity Fund and other taxable perquisites paid during the year.
3. None of the employees specified above hold more than 2% of the paid-up equity share capital of the Company.
4. None of the employees as specified above are related to any director of the Company.

For and on behalf of the Board

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

SUBBIA THANGARAJ
WHOLE-TIME DIRECTOR
DIN: 06459324

Place: Coimbatore
Date: 25.05.2026

INDSIL

ANNEXURE – 6

DETAILS OF STOCK OPTIONS PURSUANT TO SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

1. **Disclosure in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI:**

   Disclosed in the notes to the financial statements which forms part of this Annual Report.

2. **Material Changes in the Scheme:**

   No material change has been carried out during the financial year under review.

3. **Diluted EPS on issue of shares pursuant to ESOS:**

   Not applicable as the Company does not have any outstanding stock options during the year under review.

4. **Details related to Employee Stock Option Scheme (ESOS)**

   i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

S. No.	Particulars	Details
a	Date of Shareholders' approval	27.09.2018
b	Total number of options approved under ESOS	10,00,000
c	Vesting requirements	Options granted under Indsil ESOS 2018 would vest not less than one year from the date of grant of such options. Vesting of options would be a function of continued employment with the Company and achievement of performance criteria as specified by the Nomination and Remuneration Committee as communicated on grant of options. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the letter of grant given to the option grantee at the time of grant of options.
d	Exercise price or pricing formula	The exercise price shall be as decided by the Nomination and Remuneration Committee subject to a minimum of the face value per share per option
e	Maximum term of options granted	The options shall vest not less than one year from the date of grant and not more than 4 years as specified in the Letter of grant given to the option grantees
f	Source of shares	Primary
g	Variation in terms of options	No variation

ii. Method used to account for ESOS: Fair Value Method

iii. Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.

Not applicable as the Company has adopted fair value method of accounting for options issued under ESOS.

iv. Option movement during the year

Particulars	Details
Number of options outstanding at the beginning of the period	Nil
Number of options granted during the year	Nil
Number of options forfeited / lapsed during the year	Nil
Number of options vested during the year	Nil
Number of options exercised during the year	Nil
Number of shares arising as a result of exercise of options	Nil
Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Nil
Loan repaid by the Trust during the year from exercise price received	Nil
Number of options outstanding at the end of the year	Nil
Number of options exercisable at the end of the year	Nil

v. Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock: Not applicable as the Company has not issued any options during the year under review.

vi. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to-

a. Senior Managerial Personnel – The Company has not granted any options to the employees during the year under review.

b. any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year – The Company has not granted any options to the employees during the year under review

c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant – The Company has not granted any options to the employees during the year under review.

vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: Not applicable as the Company has not issued any options during the year under review

5. Details related to Trust

The Indsil Hydro Power and Manganese Limited Employee Stock Option Scheme, 2018 is directly administered by the Company and hence the disclosure of the details of the Trust is not applicable.

For and on behalf of the Board

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

SUBBIA THANGARAJ
WHOLE-TIME DIRECTOR
DIN: 06459324

Place: Coimbatore
Date: 25.05.2026

ANNEXURE – 7

MANAGEMENT DISCUSSION AND ANALYSIS

[Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is a part of the ferro alloy industry. Ferro alloys refer to a range of compounds that find application in producing steel and stainless steel. Manganese, chrome and silicon alloys form a majority of the bulk of ferro alloys produced. While chromium alloys are used in the production of stainless steel, manganese alloys are used in the production of steel and some specialized grades of manganese alloys are used in specific grades of stainless-steel making.

Your Company on a standalone basis produces high carbon silico manganese.

B. OPPORTUNITIES AND THREATS

The Company now operates 2 silico manganese smelters viz., in Palakkad, Kerala and Vizianagaram, Andhra Pradesh. The Company also operates a 21 MW captive hydro electric power plant in Idukki District, Kerala.

The hydroelectric power plant has been built on a 30 year build own operate and transfer (BOOT basis) and according to the terms of agreement, the Company has to handover the hydroelectric power project to KSEBL on a free of cost basis at the end of the 30 year period. The BOOT period would end sometime in the year 2030 and the exact month of handover would depend on certain decisions to be made by the Government and Kerala State Electricity Board.

Since the manganese smelter in Palakkad is completely dependent on power from the hydro electric power operations, at the end of the BOOT period, the Company's manganese smelting plant will become unviable if it has to operate from grid power and therefore will have to be shut down permanently. However, it would be pertinent to note here that the land on which the smelting plant is currently situated is developing as a residential locality with rapid urbanisation at the outskirts of Palakkad town.

The Company plans to monetize this freehold land by developing them for residential purposes after shut down of the smelter.

At the end of the BOOT period, the Company plans to either shift these smelters to its Andhra Pradesh location or depending on shifting costs/building costs, the Company may also expand its Andhra Pradesh facility on a brown field basis.

While these are the long term plans of the Company, in the short term, the silico manganese markets remain quite stable and the Company's Andhra Pradesh facility is expected to contribute reasonably strong EBIDTA for the coming year.

The operations of the Palakkad plant would depend on the performance of the monsoon in the coming year.

C. SEGMENT WISE PERFORMANCE – SMELTER DIVISION

The table given below gives the operational details of the two segments of your Company viz., ferro alloy segment and power segment.

Particulars	Ferro Alloy	Hydro Power
Production (MT) / (Units)	21053 MT	52.36 Million Units
Sales (MT) / (Units)	21119 MT	52.36 Million Units
Revenue in ₹ Lakhs	14963	2477
PBDIT in ₹ Lakhs	(533)	2358

Your Company earned EBITDA of ₹ 18.25 Crores during the year 2025-2026.

POWER DIVISION

As far as the Hydro Power Station is concerned, the power generation was 52.36 million units and as compared to the previous year 44.20 million units and as compared to average generation of 43.74 Million Units per year.

D. OUTLOOK

Already dealt with.

E. RISKS AND CONCERNS

Already dealt with under threat.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

i) COST CONTROL

Every single cost item goes through a thorough internal audit and in several stages as well. As part of the cost control system, every single aspect of costs goes through stringent pre-expenditure checks and audits as well.

ii) OPERATIONS

Process and deliverables pass through stringent control systems on a continuous basis. These systems are highly adequate and infact play a vital role in productivity, growth, efficiency, improvement etc.

G. CAUTIONARY FORWARD-LOOKING STATEMENTS

The Company makes forward-looking statements that are subject to risks and uncertainties. All statements that address expectations or projections about the future, including, but not limited to, statements about the Company's strategy for growth, market position and financial results are forward-looking statements.

For those statements, the Company cautions that numerous important factors could affect the Company's actual results and could cause its results to differ materially from those expressed in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

H. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

₹ in Lakhs

Particulars	31st March 2022	31st March 2023	31st March 2024	31st March 2025	31st March 2026
I. OPERATING RESULTS:					
1. Sales	20,843	17,682	11,661	12,755	15,152
2. Operating Profit (PBIDT)	4,613	1,925	693	9,739*	1,825
3. Interest	1,572	1,358	1,179	326	2
4. Depreciation	509	421	344	297	302
5. Taxes	(730)	670	65	1,508	21.42
6. Net Income (PAT)	3,263	(524)	(896)	7,607	1500
7. Dividend Percentage	-	-	-	5.00%	6.00%
Dividend Amount	-	-	-	138.96	166.75
8. Production					
Ferro Alloys (MT)	19,990	20,480	16,531	17,894	21,053
Power (Lakh KWH)	603.10	639.24	366.10	442	524

* Includes profit from sale of stake in Joint Venture

II. PERFORMANCE PARAMETERS

Particulars	31st March 2022	31st March 2023	31st March 2024	31st March 2025	31st March 2026
1. Share Capital	4,279	4,279	4,279	2,779	2,779
2. Reserves & Surplus	10,037	9,423	8,438	15,682	17,000
3. Secured Loans	10,658	10,499	9,474	-	-
4. Deferred Liabilities / (Asset)	(877)	(933)	(868)	(623)	(660)
5. Fixed Assets (Gross Block)	15,976	15,993	13,454	13,466	13,795
6. Accumulated Depreciation	(9,478)	(9,885)	(8,320)	(8,538)	(8,840)
7. Investments	3,997	3,996	3,971	1,757	3,230
8. Net Current Assets	5,919	3,880	8,580	10,895	13,989

Particulars	31st March 2022	31st March 2023	31st March 2024	31st March 2025	31st March 2026
III. RATIOS					
1. Profit after tax / sales (%)	15.65	(2.96)	(7.68)	59.65	9.90
2. Return on Net Worth (%)	22.79	(3.82)	(7.04)	41.21	7.58
3. Earnings per Share (₹)	11.74	(1.88)	(3.22)	27.38	5.40
4. Cash Earnings per share (₹)	13.57	(0.37)	(1.98)	28.44	6.48
5. Debt Equity Ratio	0.74	0.77	0.74	Nil	Nil
6. Book Value Per Share (₹)	51.51	49.30	45.76	66.43	71.17

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

Number of people employed – 192

Your Company has always endeavoured to retain quality manpower talent. Conscious efforts are on to develop a Human Resource (HR) policy, accordingly, giving thrust for effective participation of potential human resources at all levels in the activities of the Company.

The HR policy has been designed so as to give thrust on a transparent and performance-driven work culture which ensures challenges and opportunities for the deserving.

The Company in fact, adopts intensive selection process to ensure that best talents with great attitude are recruited so that the culture of teamwork and dedication remain intact.

J. FINANCIAL RATIOS

The Key Financial ratios of the Company are given below with explanation in case of significant changes

Financial Ratio	FY 2025-26	FY 2024-25	% Change in FY 2025-26 compared to FY 2024-25	Reason for change
Debtors Turnover (Days)	6	3	100	Increase in sales turnover during the year
Inventory Turnover (Days)	263	318	(-17%)	
Interest Coverage (Ratio)	NA	29	NA	NA
Current Ratio	10.07	5.37	88%	On account of increase in investments out of accumulated reserves.
Debt Equity Ratio	NA	NA	NA	NA
Operating Profit Margin (%) (EBIDTA after OCI and exceptional item / Total Revenue)	0.12	0.77	(-84%)	Due to substantial profits in the previous year on account of sale of investments held by the Company.
Net Profit Margin (%)	0.10	0.60	(-83%)	
Return on Net Worth (%) (PAT after OCI / Net Worth)	0.07	0.42	(-83%)	

NA - Not Applicable

INDSIL

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March 2026 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

INDSIL is committed in maintaining the highest levels of Corporate Governance practices which are essential to the enhancement of the stakeholder value and for the success of the Company. Its Corporate Governance practices meet the regulatory requirements to ensure transparency and effective governance of the Company.

The Board of Directors of the Company review its corporate governance in the light of developing requirement in the field and as new provisions come into effect such provisions are complied with wherever appropriate.

INDSIL is endeavouring to become a leading advocate for sustainability in business to create value and growth in the process. The form and substance of transactions are reasonably representing the Company's state of affairs and the profile for the year.

BOARD OF DIRECTORS

(i) Composition, Category of Directors and Attendance at the meetings

The Board of Directors of the Company as on 31st March 2026 comprised of 8 directors. Sri. Vinod Narsiman and Sri. Subbia Thangaraj, Whole-time Directors were the Executive Directors, and all others were Non-executive Directors (out of which 4 were Independent Directors). The Company had 3 Woman Directors as on 31st March 2026.

The Board met 6 times during the financial year on 28th May 2025, 28th July 2025, 26th September 2025, 4th October 2025, 8th November 2025 and 28th January 2026.

The details of composition of Board, category of directorship, attendance of directors at the meetings of the Board of Directors and the Annual General Meeting held during the year are given hereunder:

Name of the Directors	Category of Directorships	Attendance Particulars		No of Directorships in other public companies*	No of Committee positions held in other public companies*
		Board Meeting	Last AGM		
Sri. Vinod Narsiman (DIN: 00035746)	Whole Time Director/ Executive/ Promoter	6	Yes	1	-
Smt. T Kalaivani (DIN: 09706304)	Non-Executive/ Independent	6	Yes	-	-
Smt. V Gayatri (DIN: 09659550)	Non-Executive/ Independent	6	No	-	-
Sri. R Narasimhan (DIN: 10690176)	Non-Executive / Independent	6	No	-	-
Sri. Subbia Thangaraj # (DIN: 06459324)	Whole Time Director/ Executive	3	No	-	-
Smt. Anu Murali ^ (DIN: 11327305)	Non-Executive/ Independent	3	No	-	-

Name of the Directors	Category of Directorships	Attendance Particulars		No of Directorships in other public companies*	No of Committee positions held in other public companies*
		Board Meeting	Last AGM		
Sri. Vishwaa Narasiman @ (DIN: 08110767)	Non-Executive/ Non-Independent/ Promoter	1	No	1	-
Sri. Rudra Narsiman @ (DIN: 08999895)	Non-Executive/ Non-Independent/ Promoter	1	No	1	-
Sri. K Ramakrishnan $ (DIN: 02797842)	Whole Time Director/ Executive	1	No	-	-
Sri. S Varadarajan $ (DIN: 08744090)	Non-Executive/ Non-Independent	3	Yes	-	-

* Excludes Directorships in Foreign Companies & Private Companies.

#Sri. Subbia Thangaraj was appointed as a Non-Executive Non-Independent Director and was subsequently appointed as the Whole-Time Director of the Company with effect from 4th October 2025.

^ Smt. Anu Murali was appointed as an Independent Director of the Company for a term of five (5) consecutive years with effect from 4th October 2025.

@ Sri. Vishwaa Narasiman and Sri. Rudra Narsiman were appointed as Non-Executive Non-Independent Directors of the Company with effect from 4th October 2025.

$ Sri. K Ramakrishnan and Sri. S Varadarajan ceased to be a Directors on the Board with effect from 4th October 2025.

None of the Directors holds Directorship in more than 20 Companies (including limit of maximum Directorship in 10 Public Companies) pursuant to the provisions of the Companies Act, 2013. Further, none of the Directors including Independent Directors holds Directorship in more than the maximum number of Directorship prescribed under Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the disclosures received from the directors, none of the directors serve as member of more than ten committees nor are they the Chairman / Chairperson of more than five committees, as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Other Directorships in listed entities:

None of the Directors hold directorship in any other listed entity.

(iii) Disclosure of relationship between Directors inter-se:

Sri Vishwaa Narasiman and Sri Rudra Narsiman, Directors are the sons of Sri Vinod Narsiman, Whole-time Director of the Company. Apart from the above, none of the other Directors of the Company are related to each other.

(iv) Shareholding of Non-Executive Directors:

Statement showing number of Equity Shares held by the Non-Executive Directors as on 31st March 2026 is as under:

Name of the Director	No of Shares held as on 31.03.2026
Smt. V Gayatri	Nil
Sri. T Kalaivani	Nil
Sri. R Narasimhan	Nil
Sri. Vishwaa Narasiman	2,718
Sri. Rudra Narsiman	2,718
Smt. Anu Murali	Nil

The Company has not issued any type of convertible instruments to Non-Executive Directors.

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive Independent Directors during the year.

None of the Directors were issued employee stock options during the year under review.

(v) Familiarization Programme for Independent Directors:

A Familiarization Programme was conducted by Sri Muthiah R, Chief Financial Officer for the Independent Directors on 2nd February 2026 & presentation is made to the Directors on an annual basis / periodical basis, briefing them on the operations of the Company, plans, strategy, risk involved, new initiatives etc., and their opinions and suggestions are taken.

The details of familiarization programme are available on the website of the Company: https://www.indsil.com/investors-relation/

(vi) Separate Meeting of the Independent Directors:

The Independent Directors held a meeting on 6th February 2026, without the attendance of Non-Independent Directors and members of management. All the Independent Directors were present at the meeting.

The following matters were discussed in detail:

i) Review of the performance of Non-Independent Directors and the Board as a whole

ii) Review of the performance of the Whole-time Directors of the Company, taking into account the views of Non-Executive Directors.

iii) Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

(vii) Key Board Qualifications, expertise, competencies and attributes:

The Board of Directors comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective decisions or contributions to the Board, its committees and the management.

The list of core skills / expertise / competencies identified by the Board of Directors as required in the context of Company's Business Vertical(s) and sectors for functioning effectively and those already available with the Board are as follows:

Skills/ Core Competencies	Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates	Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making	Financial and Management skills	Technical/ Professional skills and specialized knowledge in Relation to Company's business
Sri. Vinod Narsiman	√	√	√	√	√
Sri. K Ramakrishnan (Till 4th October 2025)	√	√	√	√	√
Sri. S Varadarajan (Till 4th October 2025)	√	√	√	√	-
Smt. V Gayatri	-	√	√	√	-
Sri. T Kalaivani	√	√	-	√	-
Sri. R Narasimhan	√	√	√	√	-
Sri. Subbia Thangaraj (Appointed w.e.f 4th October 2025)	√	√	√	√	√
Sri. Vishwaa Narasiman (Appointed w.e.f 4th October 2025)	√	√	√	√	√
Sri. Rudra Narsiman (Appointed w.e.f 4th October 2025)	√	√	√	√	√
Smt. Anu Murali (Appointed w.e.f 4th October 2025)	√	√	√	√	-

(viii)Confirmation on the fulfilment of the conditions of independence:

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

(ix) Resignation of Independent Directors before expiry of tenure:

None of the Independent Directors of the Company resigned from the Board of Directors of the Company before the expiry of their tenure during the year under review.

AUDIT COMMITTEE

(i) Brief Description of terms of reference

The Board of Directors have constituted an Audit Committee in compliance with the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee comprises of two Independent Directors and one Executive Director, and all the Members of the Committee possess knowledge in the fields of accounts, finance and allied areas.

The role, powers and functions of the Audit Committee are as per Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this Committee are as required under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Besides having access to all the required information within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors of the Company. It is authorised to select and establish accounting policies, review reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions, and other related matters. The Committee is empowered to recommend the appointment and remuneration payable to the Statutory Auditors, Internal Auditor and Cost Auditor.

(ii) Composition of Committee, Meetings and attendance

During the year under review, the Committee met 5 times on 28th May 2025, 28th July 2025, 4th October 2025, 8th November 2025 and 28th January 2026.

The composition of the Audit Committee and the attendance of each member of the Committee is given below:

Name of the Members	Category	No. of Meetings attended
Sri. T Kalaivani (Chairperson)	Non-Executive Independent Director	5
Sri. Vinod Narsiman (Member)	Executive - Non Independent Director	5
Sri. R Narasimhan (Member)	Non-Executive Independent Director	5

The Chairperson of the Audit Committee had attended the Annual General Meeting.

The Company Secretary acts as the Secretary to the Committee. The Chief Financial Officer of the Company has also attended the Committee meetings as an invitee. The minutes of the Audit Committee meetings were circulated to the Board, where it was discussed and taken note of. The Audit Committee considered and reviewed the financial statements before it was placed in the Board.

NOMINATION AND REMUNERATION COMMITTEE

(i) Brief Description of terms of reference

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The role, powers and functions of the Nomination and Remuneration Committee are as per Section 178 of the Companies Act, 2013 and the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this Committee are as required under Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Composition of the Committee, Meetings and attendance

During the year under review, the Committee had met 3 (Three) times on 28th May 2025, 4th October 2025 and 28th January 2026.

The composition of the Nomination and Remuneration Committee and the attendance of each member of the Committee is given below:

Name of the Members	Category	No. of Meetings attended
Smt. T Kalaivani (Chairperson)	Non-Executive Independent	3
Sri. S Varadarajan (Ceased to be a member from 4th October 2025)	Non-Executive Non-Independent	1
Sri. R Narasimhan (Member)	Non-Executive Independent	3
Smt. Anu Murali (Member) (Appointed on 4th October 2025)	Non-Executive Independent	1

The Chairperson of the Nomination and Remuneration Committee had attended the Annual General Meeting.

The Committee would look into and determine the Company's policy on remuneration packages of the Directors and Senior Management.

The Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every Director's performance. The Committee shall also formulate the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The remuneration policy of the Company can be accessed on the Company's website at https://www.indsil.com/investors-relation/.

(iii) Performance Evaluation of Non-Executive and Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the committees of the Board. They also evaluated various aspects of the Board such as adequacy of the composition of the Board and its Committees, Board Diversity, execution and performance of specific duties, obligations and governance.

STAKEHOLDERS RELATIONSHIP COMMITTEE

(i) Brief Description of terms of reference

The Stakeholders Relationship Committee was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of this Committee are as required by SEBI under Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee of the Board is empowered to oversee the redressal of Investors' complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfers and transmission of shares and other miscellaneous complaints. The Committee also approves transmission, transposition, name deletion and issue of duplicate share certificates.

In addition, the Committee looks into other issues including status of dematerialization / rematerialization of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement from time to time.

(ii) Composition of the Committee, Meetings and Attendance

During the year under review, the Committee met 4 (Four) times on 28th July 2025, 12th September 2025, 24th September 2025 and 21st November 2025. The composition of the Stakeholders Relationship Committee and the attendance of each member of the Committee is given below:

Name of the Member	Category	No. of Meetings Attended
Smt. T Kalaivani (Chairperson)	Non – Executive Independent	4
Smt. V Gayatri (Member)	Non – Executive Independent	4
Sri R Narasimhan (Member)	Non – Executive Independent	4

The Chairman of the Stakeholders Relationship Committee had attended the Annual General Meeting.

Sri Kalidoss U serves as the Company Secretary & Compliance Officer of the Company.

The details of complaints received from the shareholders during the year under review are as follows:

a. Number of Shareholders complaints received during the year: Nil

b. Number of Complaints not resolved to the satisfaction of the shareholders: Nil

c. Number of pending complaints: Nil

There were no complaints received from the shareholders and there are no outstanding complaints as at the end of the year.

RISK MANAGEMENT COMMITTEE

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company and hence the Company is not required to constitute a Risk Management Committee. Accordingly, the disclosure under this clause does not arise.

SENIOR MANAGEMENT

The particulars of senior management as on 31st March 2026 including the changes therein since the close of the previous financial year are as shown herein below:

S. No.	Name of the Senior Management Personnel	Designation	Details of change
1	Sri. Rajan Jose K	General Manager (Works)	Nil
2	Sri. Vakada Gopi	Unit Head	Nil
3	Sri. G Joseph Amirdaraj	General Manager (P&P)	Nil
4	Sri. K Anil	Manager (HPP)	Nil
5	Sri. T V Praveen	Chief Manager (Production)	Nil
6	Sri. Balaji V	Manager HR	Nil
7	Sri Kalidoss U	Company Secretary	Nil
8	Sri R Muthiah	Chief Financial Officer	Appointed on 28th May 2025

Subsequently, consequent to a change in the internal reporting structure of the Company, the following employees, who were earlier classified as Senior Management Personnel of the Company, ceased to be senior management personnel with effect from 2nd April 2026 as they no longer fall under the definition of Senior Management as specified under Regulation 16(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Name	Designation
1.	Sri G Joseph Amirdaraj	General Manager (P&P)
2.	Sri K Anil	Manager (HPP)
3.	Sri T V Praveen	Chief Manager (Production)
4.	Sri Balaji V	Manager HR

REMUNERATION OF DIRECTORS

Details of remuneration paid to the Directors for the year ended 31st March 2026 are as follows:

(i) Executive Directors

The Company's Board of Directors at present comprises of two executive directors. The remuneration of the executive directors are governed by a resolution which has been approved by the Board of Directors and the shareholders. The remuneration broadly comprises of fixed and variable components. The variable component is linked to the net profits of the Company. The remuneration paid / payable to managerial personnel during the year is given below:

Rs in Lakhs

Name of the Director and Designation	Service Contract	Salary	Commission	Perquisites	Total remuneration
Sri. Vinod Narsiman Whole-Time Director	5 Years with effect from 14.11.2024	6..00	46.38	-	52.38
Sri. K Ramakrishnan Whole-time Director (ceased to be a Whole-time Director w.e.f 04.10.2025)	3 Years with effect from 01.06.2024	1.47	-	0.18	1.65
Sri. Subbia Thangaraj Whole-Time Director (Appointed w.e.f 04.10.2025)	5 Years with effect from 04.10.2025	3.00	-	-	3.00

Service of Executive Director may be terminated by either party, giving the other party three months' notice. There is no provision for payment of severance pay.

The stock options granted are exercisable after a period of one year from the date of grant of options. However, no stock options were granted to the Directors during the year under review.

(ii) Non-Executive Directors

The details of the remuneration paid to the Non-Executive Directors during the financial year ended 31st March 2026 are as under:

Name of the Director	Directors' fees (Rs. in lakhs)
Smt. V Gayatri	0.96
Sri. T Kalaivani	0.78
Sri. R Narasimhan	0.96
Sri. Vishwaa Narasiman (Appointed on 04.10.2025)	0.45
Sri. Rudra Narsiman (Appointed on 04.10.2025)	0.45
Smt. Anu Murali (Appointed on 04.10.2025)	0.39
Sri. S Varadarajan (Till 04.10.2025)	0.45

There are no pecuniary relationships or transactions with the Non-Executive Directors vis-à-vis the Company other than that stated above.

(i) The criteria of making payments to Non-Executive Directors has been posted on the website of the Company at https://www.indsil.com

(ii) The Company has in place an Employee Stock Option Scheme called "Indsil Hydro Power and Manganese Limited Employee Stock Option Scheme 2018". No fresh stock options have been granted to the employees of the Company during the year under review. The Company has not granted any stock option to its Non-executive Directors.

(iii) The remuneration paid to the directors of the Company is within the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

GENERAL BODY MEETINGS

Location and time for last three AGMs held and the special resolutions, if any, passed thereat, are as given below:

Year	Date of Meeting	Time of Meeting	Venue of the Meeting	Special Resolutions passed, if any
2024-25	11.09.2025	12.00 PM	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	Nil
2023-24	20.09.2024	12.15 PM		1) Approval for payment of commission/ compensation to the Non-Executive Directors of the Company for a term of three (3) financial years commencing from 1st April 2024.
2022-23	21.09.2023	12.15 PM		1) Re-appointment of Sri K Ramakrishnan (DIN: 02797842) as the Whole-time Director of the Company for a further period of 3 years with effect from 1st June 2024.

All resolutions moved at the last Annual General Meeting were passed with the requisite majority of shareholders.

EXTRA ORDINARY GENERAL MEETING

During the year 2025-2026, no Extra Ordinary General Meeting of the Company was held.

POSTAL BALLOT

The Company approached its shareholders once during the year under review by way of Postal Ballot.

The details of resolutions passed through Postal Ballot and the voting pattern for the said resolutions are disclosed as under:

Date of Postal Ballot Notice: 8th November 2025							
Cut-off date: 14th November 2025			Voting period for Postal Ballot (E-Voting): From 19th November 2025 to 18th December 2025				
			Date of declaration of results: 19th December 2025				
Resolution Particulars	Type of Resolution	No of Votes polled	Votes cast in favour		Votes cast against		Invalid votes cast
			No of votes	%	No of votes	%	No of votes
Appointment of Sri. Subbia Thangaraj (DIN: 06459324) as a Non-Independent Director of the Company	Ordinary	1,75,77,987	1,75,76,991	99.99	996	0.01	-
Appointment of Sri. Subbia Thangaraj (DIN: 06459324) as a Whole Time Director of the Company	Special	1,75,77,987	1,75,76,991	99.99	996	0.01	-
Appointment of Sri. Vishwaa Narasiman (DIN: 08110767) as a Non-Executive Non-Independent Director of the Company	Ordinary	1,75,77,987	1,75,76,991	99.99	996	0.01	-
Appointment of Sri Rudra Narsiman (DIN: 08999895) as a Non-Executive Non-Independent Director of the Company	Ordinary	1,75,77,987	1,75,76,991	99.99	996	0.01	-
Appointment of Smt. Anu Murali (DIN: 11327305) as an Independent Director of the Company.	Special	1,75,77,987	1,75,76,991	99.99	996	0.01	-

Procedure for Postal Ballot

In accordance with the MCA Circulars, the Postal Ballot Notice(s) dated 8th November 2025, was sent only by electronic mode to those members whose names appeared in the Register of Members / List of Beneficial Owners as on 14th November 2025 ("Cut-Off Date") as received from the Depositories and whose e-mail addresses were registered with the Company / Depositories.

Sri M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore was appointed as the Scrutinizer for carrying on the Postal Ballot process in a fair and transparent manner.

Pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Resolutions as specified in the Notice(s) of the Postal Ballot dated 8th November 2025 was transacted through Postal Ballot only by way of remote e-Voting.

The Company had engaged the services of the National Securities Depository Limited ("NSDL") for providing an e-voting facility to the Members. The Members were provided with the option of exercising their right to vote on the said resolution(s) through e-voting during the period from 19th November 2025 to 18th December 2025. Upon completion of the voting period, the Scrutinizer completed the scrutiny of the votes cast and submitted his report to the Chairman. The results of the voting were declared on Friday, 19th December 2025 and displayed on the websites of the Stock Exchange, the Company, and NSDL.

As on date of this report, the Company does not foresee the need for postal ballot to pass any resolution. Further, none of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

MEANS OF COMMUNICATION

The quarterly results and annual results are published in "Business Standard", an English daily Newspaper and "Makkal Kural" a Tamil Daily Newspaper and is simultaneously posted on the Company's website https://www.indsil.com/investors-relation/.

The copies of the results are forwarded to concerned Stock Exchange immediately after they are approved by the Board for publication in their website. The Company has a dedicated help desk with e-mail ID: secretarial@indsil.com for providing necessary information to investors.

There were no specific presentations made to institutional investors or to the analysts during the year.

GENERAL SHAREHOLDER INFORMATION

36th Annual General Meeting

Date and Time : Thursday, 17th September 2026 at 12.00 PM (IST)

Venue : The meeting is proposed to be convened through video conferencing / other audio-visual means and hence the registered office of the Company will be deemed to be the venue of the AGM.

FINANCIAL CALENDAR

Financial Year : 1st April 2025 to 31st March 2026

Dividend Payment Date: On or before 16th October 2026.

Listing of shares on Stock Exchange

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Annual Listing Fees for the year 2025-26 was paid to BSE Limited.

STOCK MARKET DATA

Type of Security: Equity

Stock Code:

BSE Limited: 522165

ISIN allotted for equity shares: INE867D01018 (Fully paid ₹ 10/- each)

There was no suspension of trading in securities of the Company during the year under review.

INDSIL

Registrar & Share Transfer Agent: (For both physical & demat segments)

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
"Surya", 35 Mayflower Avenue,
Behind Senthil Nagar, Sowripalayam Road,
Coimbatore – 641 028, Tamil Nadu
Tel: 0422- 4958995, 2539835/6
Fax: 0422-2539837, E-mail ID: investor.helpdesk@in.mpms.mufg.com.

Details of Compliance Officer

Sri Kalidoss U
Indsil Hydro Power and Manganese Limited
"Indsil House", T.V. Samy Road (West),
R.S. Puram, Coimbatore – 641 002
Ph: 0422-4522929
Email ID: secretarial@indsil.com

In order to facilitate investor servicing, the Company has designated an e-mail id: secretarial@indsil.com mainly for registering complaints by investors.

Reconciliation of Share Capital Audit

A qualified Company Secretary in Practice carried out reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The reconciliation of Share Capital Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL & CDSL.

Share Transfer System

The Company's shares being in compulsory dematerialized (demat) list are transferable through the depository system. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. All requests for dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL, within the prescribed time. The Stakeholders Relationship Committee generally meets as and when required.

Categories of Shareholders as on 31st March 2026

Category	No. of Shares of ₹ 10/- each	% to total
PROMOTER AND PROMOTER GROUP	1,74,55,749	62.81
OTHER FINANCIAL INSTITUTIONS	10,54,166	3.79
BODIES CORPORATE	1,75,158	0.63
NON-RESIDENT INDIANS	2,31,047	0.83
HINDU UNDIVIDED FAMILY	6,54,556	2.36
CLEARING MEMBERS	13,424	0.05
DIRECTORS AND RELATIVES	649	0.00
KEY MANAGERIAL PERSONNEL	60	0.00

Category	No. of Shares of ₹ 10/- each	% to total
INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY	3,76,147	1.35
UNCLAIMED SHARE SUSPENSE ACCOUNT	12,178	0.04
LIMITED LIABILITY PARTNERSHIPS	9,861	0.04
PUBLIC	78,08,127	28.10
TOTAL	**2,77,91,122**	**100.000**

Distribution of Shares as on 31st March 2026

Range	No. of Shareholders	% of Number of Shareholders	No. of Shares	% held
Upto 500	9914	83.12	11,71,185	4.21
501 to 1000	922	7.73	7,47,072	2.69
1001 to 2000	518	4.34	7,77,749	2.80
2001 to 3000	201	1.69	5,12,722	1.84
3001 to 4000	86	0.72	3,11,625	1.12
4001 to 5000	53	0.44	2,46,428	0.89
5001 to 10000	126	1.05	9,43,199	3.39
10001 and above	107	0.89	2,30,81,142	83.05
Total	**11,927**	**100.00**	**2,77,91,122**	**100.00**

Dematerialization of Shares and Liquidity

The Company has arrangements with National Securities Depository Ltd (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility.

During the financial year 2025-26, 36,053 shares were dematerialised. As on 31st March 2026 out of 2,77,91,122 shares, total shares in demat form are 2,76,00,207 shares and 1,90,915 shares in physical form. This represents that 99.31% shares of the Company are in demat form, and 0.69% shares are in physical form.

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments and their likely impact on Equity

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR / ADR.

Commodity Price Risk or Foreign Exchange Risk and Hedging activities: Nil

Plant Locations

Smelter Plant	i. VI-679 Pallatheri, Elapully, Palakkad - 678 007, Kerala
	ii. Merakamudidam Mandalam, Garbham - 535 102, Vizianagaram Dist, Andhra Pradesh
Rajakkad Hydro Electric Power Plant	VIII/351, Rajakkad, Idukki Dist, - 685 566, Kerala

Address for Correspondence / Contact address for shareholder

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
“Surya”, 35 Mayflower Avenue,
Behind Senthil Nagar, Sowripalayam Road,
Coimbatore – 641 028, Tamil Nadu
Tel: 0422- 4958995, 2539835/6
Fax: 0422-2539837, E-mail ID: investor.helpdesk@in.mpms.mufg.com

For annual report, transfer of demat shares, dividend on shares, change of address & other query relating to shares of the Company and investors correspondence, may be addressed to:

Sri Kalidoss U
Company Secretary & Compliance Officer
Indsil Hydro Power and Manganese Limited
Direct Phone: +91 422 4522929
Email ID: secretarial@indsil.com

Credit Rating

The Company does not have any Debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

DISCLOSURE

a. Disclosures on materially significant Related Party Transactions

All the Related Party Transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There are no materially significant Related Party Transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc., which may have potential conflict with the interest of the Company at large. The details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. Kindly refer to the notes forming part of accounts for the details of related party transactions. The Related Party Transaction Policy as approved by the Board is uploaded on the Company's website viz., www.indsil.com.

b. Details of non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any Statutory Authorities, on any matter relating to capital markets, during the last three years.

No penalties, structures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authorities, on any matter relating to capital markets, during the last three years.

c. Details of establishment of vigil mechanism/ whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

Your Company hereby affirms that no complaints were received during the year under review.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not adopted any of the non-mandatory requirements.

e. Policy for determining material subsidiaries

Policy for determining material subsidiaries has been disclosed on the website of the Company at https://www.indsil.com/wp-content/uploads/2025/02/Material-Subsidiaries-Policy.pdf

f. Policy on Related Party Transaction

Policy on dealing with Related Party Transactions has been disclosed on the website of the Company at https://www.indsil.com/wp-content/uploads/2026/01/Related-Party-Transactions-Policy-2025.pdf.

g. Commodity price risk and commodity hedging activities

The Company has not engaged in commodity hedging activities.

Forex exposure is being reviewed by the Board in every quarter. Forex exposure is being adequately covered as per the advice of consultant.

h. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A)

The Company has not raised any funds through preferential allotment or qualified institutional placement and hence disclosure of the utilisation of funds as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 does not arise.

i. Certificate on non-disqualification of directors

A Certificate from a Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director of the Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to this report.

j. Recommendation of the Committees of the Board

During the year under review, the recommendations made by the different Committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.

k. Total Fees for all services paid to the Statutory Auditor

The Company has paid a sum of ₹ 7,50,000/- plus out of pocket expenses and applicable taxes as fees on consolidated basis to the Statutory Auditor and all entities in the network firm / entity of which the Statutory Auditor is a part for the services rendered by them.

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

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee.

During the year 2025-26, no complaint was received by the Committee. As such, there are no complaints pending as at the end of the financial year.

m. Disclosure on Accounting Treatment

In the preparation of the financial statements, the Company has followed the accounting standards referred to in Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

n. **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount':** Not Applicable

o. **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

The company does not have any material subsidiaries and hence disclosure of details on the same does not arise.

p. **Disclosure on Risk Management**

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

q. There has been no instance of non-compliance of any requirement of Corporate Governance Report as stated above.

r. The Company has not adopted any of the discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

s. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certificate from CEO / CFO

The Whole-time Director and CFO certification on the financial statements for the year has been submitted to the Board of Directors in its meeting held on 25th May 2026 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company.

The same has been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for the year under review.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has framed a Code of Conduct for monitoring the trading done by designated persons based on SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all directors / officers / designated persons who are expected to have access to unpublished price sensitive information relating to the Company.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

DECLARATION

I hereby affirm and state that all Board Members and Senior Management Personnel have given a declaration in accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I hereby affirm compliance with the said Code of Conduct for the financial year 2025-26.

Place: Coimbatore
Date: 25.05.2026

VINOD NARSIMAN
WHOLE-TIME DIRECTOR
DIN: 00035746

Unclaimed Suspense Account

Pursuant to Regulations 39(4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had transferred its Unclaimed Shares to Indsil Hydro Power and Manganese Limited – Demat Suspense Account, maintained with M/s Cholamandalam Securities Limited. The details pertaining to the Unclaimed Securities Suspense Account are given below:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	62	12,178
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	-
Number of shareholders whose shares were transferred from suspense account during the year	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March 2026	62	12,178

The voting rights on the outstanding unclaimed shares as on 31st March 2026 shall remain frozen till the rightful owner of such shares claims the shares by submission of the requisite documentary proof of their identify to the Company's Registrar & Share Transfer Agent.

Disclosure of certain types of agreements binding listed entities

There are no agreements covered under Clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are required to be disclosed in this report.

INDSIL

Certificate on Corporate Governance for the year ended 31/03/2026

To

The Members of M/s. Indsil Hydro Power and Manganese Limited

Dear Sir,

We have examined the compliance conditions of Corporate Governance by M/s. Indsil Hydro Power and Manganese Limited ("the Company") for the financial year ended **31st March 2026** as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and based on the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2026.

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

For MDS & Associates LLP
Company Secretaries

M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 6468/2025
UDIN: F000960H000398698

Place: Coimbatore
Date: 25.05.2026

INDSIL

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members of
M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED
(CIN: L27101TZ1990PLC002849)
Indsil House, Door No.: 103-107,
T.V. Samy Road (West), R S Puram,
Coimbatore – 641002, Tamil Nadu

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED** having CIN L27101TZ1990PLC002849 and having registered office at Indsil House, Door No.: 103-107, T.V. Samy Road (West), R S Puram, Coimbatore – 641002, Tamil Nadu (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Vinod Narsiman (Whole-time Director)	00035746	22/05/2024
2	Mrs. Tanappa Kalaivani	09706304	19/08/2022
3	Mrs. Vijaikumar Gayatri	09659550	19/08/2022
4	Mr. Subbia Thangaraj* (Whole-time Director)	06459324	04/10/2025
5	Mr. Rudra Narsiman#	08999895	04/10/2025
6	Mr. Vishwaa Narasiman#	08110767	04/10/2025
7	Mrs. Anu Murali$	11327305	04/10/2025
8	Mr. Ramu Narasimhan	10690176	08/09/2024

Note:

**Mr. Subbia Thangaraj was appointed as Whole-time Director of the Company with effect from 4th October 2025. Subsequently, the members of the Company approved the said appointment through Postal Ballot on 18th December 2025.*

#Mr. Rudra Narsiman and Mr. Vishwaa Narasiman were appointed as Additional Directors of the Company with effect from 4th October 2025 and were subsequently appointed as Directors of the Company through Postal Ballot on 18th December 2025.

$Mrs. Anu Murali was appointed as an Additional Director of the Company with effect from 4th October 2025 and was subsequently appointed as an Independent Director of the Company for a period of 5 years with effect from 4th October 2025 through Postal Ballot on 18th December 2025.

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

For MDS & Associates LLP
Company Secretaries

M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 6468/2025
UDIN: F000960H000398720

Place: Coimbatore
Date: 25.05.2026

INDSIL

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDSIL HYDRO POWER AND MANGANESE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of Indsil Hydro Power and Manganese Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flow for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant 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 Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing (SA's) specified under section 143 (10) of the Act. Our responsibilities under those SA's 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statement.

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 period. 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 matter described below to be the Key Audit Matter to be communicated in our audit report.

S.No	Key Audit Matter	Auditor's Response
1	Evaluation of loss of control and transition from Subsidiary to Associate company During the year ended March 31, 2026, the Company's erstwhile holding company, Sunmet Holdings India Pvt Ltd, reduced its shareholding from 50.11% to 49.95% through the sale of equity shares. 1. Correspondingly, Sunmet Holdings India Pvt Ltd no longer has "control" as defined under Ind as 110- namely power over the investee, exposure, or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the investor's returns. 2. Under Ind AS 28, Sunmet Holdings India Pvt Ltd continues to exercise significant influence and the Company was reclassified as an associate with effect from the date of loss of control.	Our audit procedures in respect of this matter included the following: • Verification of Ownership Transfer: Examined share transfer deeds, board minutes, and statutory filings to verify the quantum of shares sold and the exact date on which the shareholding dropped below the 50% threshold. • Assessment of Control and Influence: Evaluated management's assessment regarding the loss of subsidiary status and the establishment of "significant influence" to qualify as an associate company in accordance with Ind AS 28.

S.No	Key Audit Matter	Auditor's Response
	3. This transition impacts the identification, classification, and reporting of related-party transactions under [Ind AS 24 – Related Party Disclosures] and the Companies Act, 2013. Due to the significance of verifying the exact date of loss of subsidiary status, ensuring accurate cut-off of related-party transactions, and evaluating compliance with statutory disclosures, this was considered a significant area of focus during our audit.	• Obtained management representations confirming completeness and accuracy of related party identification and the date of loss of control adopted. Based on the above, we consider management's determination of the date of loss of control, reclassification of the Company as an associate, and related disclosures to be appropriate.

Information other than the financial statements and auditors' report thereon

- The Company's Board of Directors is responsible for other information. The other information comprises the information included in the Annual Report, 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the 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 the fact. We have nothing to report in this regard.

Responsibilities of Management and those charges with governance for the standalone financial statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the State of Affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement 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, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Company's Board of Directors 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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 period. 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

During the year, the Company acquired 100% of the equity share capital of a newly incorporated public company named INDSIL INFRASTRUCTURE LIMITED having CIN: U41000TZ2025PLC036462 for a total consideration of ₹1,00,000. Consequently, the acquired company became a wholly owned subsidiary of the Company from the date of acquisition.

The acquisition consideration of ₹1,00,000 represents the acquisition of the entire issued and paid-up equity share capital of the subsidiary.

Report on other legal and regulatory requirements

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

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

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

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

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

d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.

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

f) With respect to the adequacy of the internal financial controls with reference to the Standalone Financial Statement of the and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Control with reference to the Standalone Financial Statement.

g) With respect to the matters to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of section 197 read with Schedule V of the Act. The remuneration paid is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

B. 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 7 of Annexure A to the Independent auditor's report.

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

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

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

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

(b) As stated in Note 2.32 to the accompanying Standalone Financial Statements, the Board of Directors of the Company have proposed final dividend for the year ended 31st March, 2026 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, the Company in respect of the financial year commencing on 1st April, 2025 has used accounting software for maintaining its Books of Accounts which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in respective software. Further, during the course of our audit we did not come across any such instances of the audit trail feature being tampered with for the period where audit trail is enabled and operated. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention where the audit trail feature was enabled.

For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896
UDIN: 26228896GLWMSN9417

Place: Coimbatore
Date: 25.05.2026

Annexure A to the Independent Auditors' Report on the Standalone Financial Statements of Indsil Hydro Power and manganese Limited for the year ended 31st March, 2026

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of knowledge and belief we state that:

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

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

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

c) According to the information and explanations given to us, and on the basis of our examination of the records of the company, the title deeds, comprising all the immovable properties disclosed in the Standalone Financial Statements are held in the name of the Company.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and coverage and procedure followed by the management were appropriate. No discrepancies were noticed on verification between the physical stock and the books of records that were 10% or more in aggregate for each class of inventory.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, clause 3(ii) (b) of the Order is not applicable.

iii. According to the information and explanation given to us and on the basis of our examination of the records of the Company and the same has not provided any guarantee or security /granted loans and advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or other parties.

iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"), but has made investments in compliance with the provisions of Section 186 of the Act.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

vi. We have broadly reviewed the books of accounts maintained by the company pursuant to the Rules made by the Central Government for the maintenance of Cost records under Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax,

Custom or Cess or other statutory dues have generally been deposited regularly with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Custom or Cess or other statutory dues were in arrears as at 31st March, 2026 for a period of more than six months from the date they become payable.

(c) According to the information and explanations given to us there are no statutory dues relating to Excise Duty, Value Added Tax, Sales Tax, Service Tax, Goods and Service Tax, Income-Tax, Duty of Customs or Cess which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount Involved (₹ In lakhs)
Income Tax Act.1961	Income Tax	AO of Income Tax, Coimbatore	2015-16	1.39 Lakhs
Income Tax Act.1961	Income Tax	AO of Income Tax, Coimbatore	2013-14	32.81 Lakhs
Income Tax Act.1961	Income Tax	AO of Income Tax, Coimbatore	2007-08	6.35 Lakhs
Income Tax Act.1961	Income Tax	AO of Income Tax, Coimbatore	2006-07	0.41 Lakhs
Income Tax Act.1961	Income Tax	AO of Income Tax, Coimbatore	2008-09	0.22 Lakhs
GST Act 2017	GST	Appeal to Appellate Authority	2018-19 to 2022-23	13.73 Lakhs
Customs Act	Customs	Case Pending SLP- Supreme Court	2011	157.94 Lakhs

Electricity Duty Notice: The Case pertains to levy of electricity duty Rs.6209 Lakhs on the self-generation of Unit between years 2005 to 2015. It is also questioned on the power of the State on the levy of duty on self-generation. The case is in the High Court and the Company has got stay. Meanwhile the company settled the entire Principal amount to the Government of Chhattisgarh amounting Rs.957 lakhs that was paid in FY 2024-25. As per the policies of Government of Chhattisgarh, the company is eligible for exemption from Interest payment and the company has applied for the same and is awaiting orders.

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been defaulted in repayment of loans and borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful 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 company has not taken any term loans during the year and there are no outstanding term loans at the beginning of the year, hence reporting under clause 3(ix)(c) of the order is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures. The Company does not hold any investment in any associates or joint venture (as defined under the act) as at the year ended 31st March, 2026.

(f) According to the information and explanations given to us and the 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 (as defined under the Act), The Company does not hold any investment in any associates or joint venture (as defined under the act) as at the year ended 31st March, 2026.

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

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) There were no whistle blower complaints received by the Company during the year.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the requirement to report on clause 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with the related parties are in compliance with the sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us, as part of our audit procedure.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non- banking financial/housing finance activities during the year. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.

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

(d) In our opinion and according to the information and explanation given to us, the company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, Paragraph 3(xvi)(d) of the order is not applicable.

xvii. In our Opinion, the Company has not incurred cash losses in the current financial year.

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

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

xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) at the end of the previous financial year and at the end of the current financial year. Accordingly, reporting under clause 3(xx)(a) is not applicable to the company.

(b) There are no ongoing projects for which the company is required to transfer funds to a special account as per the provisions of Sec 135(6) of the Act and hence reporting under clause 3(xx)(b) is not applicable to the company.

For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896
UDIN: 26228896GLWMSN9417

Place: Coimbatore
Date: 25.05.2026

Annexure B to the Independent Auditors' Report on the Standalone Financial Statements of Indsil Hydro Power and Manganese Limited for the year ended 31st March, 2026

Report on the Internal Financial Controls with reference to the Standalone Financial Statements under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(A)(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Opinion

We have audited the internal financial controls over financial reporting of Indsil Hydro Power And Manganese Limited ("the Company") as of 31st March, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls were operating effectively as at 31st March, 2026, based on the internal financial controls with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established 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 the adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility for the Audit of the Internal Financial Control with reference to Financial Statements

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

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control with reference to its financial statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

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

of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls With reference to Standalone Financial Statements

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

For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896
UDIN: 26228896GLWMSN9417

Place: Coimbatore
Date: 25.05.2026

INDSIL

Standalone Balance Sheet as at March 31, 2026

Sl. No	PARTICULARS	Note No.	As at 31.03.2026 ₹ in Lakhs		As at 31.03.2025 ₹ in Lakhs	
I.	**ASSETS**					
1.	**Non Current Assets**					
	(a) Property, Plant and Equipment	2.01	4,899.36		4,679.18	
	(b) Capital Work-in-progress		55.19		248.16	
	(c) Other Intangible Assets		0.95		1.30	
	(d) Financial Assets					
	(i) Investments	2.02				
	a) Investment in subsidiaries		1.00		-	
	b) Other Investments		71.54		107.90	
	(ii) Other financial assets	2.03	711.58		1,998.12	
	(e) Deferred Tax Assets (Net)	2.04	660.45		622.88	
	(f) Other Non Current Assets	2.05	776.51		1,272.92	
				7,176.57		**8,930.46**
2	**Current Assets**					
	(a) Inventories	2.06	10,909.85		11,109.69	
	(b) Financial Assets					
	(i) Investments	2.07	3,157.12		1,648.86	
	(ii) Trade Receivables	2.08	244.79		115.91	
	(iii) Cash and Cash Equivalents	2.09	342.07		302.44	
	(iv) Bank Balances other than (iii) above	2.09	195.47		180.23	
	(v) Other financial assets	2.10	650.74		15.13	
	(c) Current Tax Assets (Net)	2.11	22.05		18.42	
	(d) Other Current Assets	2.12	4.43		-	
				15,526.52		**13,390.68**
	TOTAL ASSETS			**22,703.09**		**22,321.15**
	EQUITY AND LIABILITIES					
1.	**Equity**					
	(a) Equity Share Capital	2.13	2,779.11		2,779.11	
	(b) Other Equity	2.14	16,999.96		15,682.03	
				19,779.07		**18,461.14**
2.	**Non Current Liabilities**					
	(a) Financial Liabilities					
	(i) Borrowings		-		-	
	(ii) Trade Payables					
	(iii) Others					
	(b) Provisions	2.15	1,382.23		1,364.26	
	(c) Deferred Tax Liabilities (Net)					
	(d) Other Non Current Liabilities					
				1,382.23		**1,364.26**
3	**Current Liabilities**					
	(a) Financial Liabilities					
	(i) Borrowings		-		-	
	(ii) Trade Payables	2.16				
	a) Outstanding dues of micro and small enterprises				-	
	b) Outstanding dues other than (a) above		711.31		198.05	
	(iii) Other Financial Liabilities					
	(b) Other Current Liabilities	2.17	781.31		1,016.83	
	(c) Provisions	2.18	49.18		1,280.85	
				1,541.79		**2,495.75**
	TOTAL EQUITY AND LIABILITIES			**22,703.09**		**22,321.15**

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

INDSIL

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

Sl. No.	PARTICULARS	Note No.	YE 31.03.2026 ₹ in Lakhs		YE 31.03.2025 ₹ in Lakhs	
	Income					
I	Revenue from operations	2.19	15,151.79		12,754.85	
II	Other Income	2.20	308.50		11,068.27	
III	**Total Income (I + II)**			**15,460.28**		**23,823.12**
IV	Expenses					
	Cost of Materials Consumed	2.21	8,886.01		7,808.31	
	Purchases of Stock in Trade					
	Changes in inventories of finished goods, work in progress	2.22	248.80		86.97	
	Employee benefits expense	2.23	1,418.37		1,362.49	
	Finance Costs	2.24	1.84		325.76	
	Depreciation and amortization expense	2.25	302.32		296.80	
	Other expense	2.26	3,081.81		4,194.19	
	Total Expenses			**13,939.14**		**14,074.52**
V	Profit before exceptional items and tax (III-IV)			1,521.14		9,748.60
VI	Exceptional Items	2.27				632.64
VII	Profit before tax (V-VI)			**1,521.14**		**9,115.96**
VIII	**Tax expense:**	**2.28**				
	(1) Current tax		49.17		1,280.85	
	(2) Deferred tax		(27.75)		227.19	
				21.43		**1,508.04**
IX	Profit for the period from continuing operations (VII - VIII)			1,499.71		7,607.92
X	Profit/(Loss) from Discontinued Operations					
XI	Tax Expense of Discontinued Operations					
XII	Profit/(Loss) from Discontinued Operations after tax (X - XI)			-		-
XIII	Profit for the period (IX + XII)			**1,499.71**		**7,607.92**
XIV	Other Comprehensive Income					
	A (i) Items that will not be reclassified to Profit or Loss					
	Remeasurement of the defined benefit plans			(17.59)		30.13
	Changes in fair value of FVOCI equity instruments			0.06		21.79
	(ii) Income tax relating to Items that will not be reclassified to Profit or Loss			(9.82)		17.82
	B (i) Items that will be reclassified to Profit or Loss					
	(ii) Income tax relating to Items that will be reclassified to Profit or Loss					
XV	Total Comprehensive Income for the period (XIII + XIV)			**1,472.37**		**7,677.66**
XVI	**Earnings per equity share:**	2.31				
	(1) Basic			5.40		27.38
	(2) Diluted			5.40		27.38

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

INDSIL

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2026

S.No.	PARTICULARS	Year ended 31.03.2026 (Audited)	Year ended 31.03.2025 (Audited)
		₹ in Lakhs	
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net profit / (loss) before tax	1,521.14	9,115.96
	Adjustments for non-cash non-operating items	-	632.64
	Interest Income	(69.49)	(94.51)
	Income from MF	(110.00)	(117.30)
	Depreciation	302.32	296.80
	Profit/ Loss on sale of assets/Investments	(35.58)	(10,783.75)
	Interest & other financial charges	1.84	325.76
	Provision for gratuity and Encashment of earned leave	17.97	(41.80)
	Other Non - Cash Items	(143.21)	43.96
	OCI items (+) tax there on	(28.80)	54.83
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**1,456.19**	**(567.42)**
	Adjustments for changes in		
	Current Assets:		
	Inventories	199.84	210.67
	Trade receivables	(128.88)	147.30
	Other current assets	(4.43)	10.44
	Current tax assets	(3.65)	(0.49)
	Current Liabilities:		
	Trade Payables	513.25	(34.74)
	Other current liabilities	(235.53)	388.87
	Current Provisions	(1,231.67)	-
	Cash generated from operations	**565.13**	**154.63**
	Adj: Income Tax	(49.17)	(1,280.85)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**515.96**	**(1,126.22)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets	(329.17)	(91.77)
	Investments made during the year (ST)	(1,508.26)	2,274.86
	Investments made during the year (LT)	35.36	(60.90)
	Interest received	179.49	211.81
	Profit/ Loss on sale of assets/Investments	35.58	10,783.75
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	**(1,587.01)**	**13,117.76**

INDSIL

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2026 (CONTD..)

S.No.	PARTICULARS	Year ended 31.03.2026 (Audited)	Year ended 31.03.2025 (Audited)
		₹ in Lakhs	
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Issue of share capital (Towards PC on merger)	-	(1,500)
	Repayment of Long term borrowings	-	(3,077.86)
	Increase in Long term Borrowings	17.98	(41.79)
	Financial Charges & Interest	(1.84)	(325.76)
	Increase/(decrease) in Deferred Tax	(37.56)	245.02
	Increase/(decrease) in Short term loans and advances	(635.62)	178.00
	Increase/(decrease) in Long term loans and advances	1,782.96	(697.99)
	Increase/(decrease) in Other bank balances (non cash euivalents)	(15.24)	(83.68)
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	**1,110.68**	**(5,304.06)**
	NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**39.63**	**6,687.48**
	Cash and Cash Equivalents as on 01.04.2025 (Opening Balance)	**302.45**	**(6,385.03)**
	Cash and Cash Equivalents as on 31.03.2026 (Closing Balance)	**342.07**	**302.45**

Note :

i) Cash and cash equivalents included in the cash flow statement comprise the following Balance sheet figures:

₹ in lakhs

	31.03.2026	31.03.2025
Cash in Hand and balance with Banks	342.07	302.45
Short term Investments in debt based liquid funds	-	
(-) Short term borrowings	-	-
	342.07	302.45

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

INDSIL

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

A) Equity Share Capital

₹ in lakhs

For the year ended 31st March 2026

Balance as at 01st April 2025	Changes in equity share capital due to prior errors	Restated balance as at 01 April 2025	Changes in equity share capital during the year	Balance as at 31st March 2026
2,779.11	-	-	-	2,779.11

₹ in lakhs

For the year ended 31st March 2025

Balance as at 01st April 2024	Changes in equity share capital due to prior errors	Restated balance as at 01 April 2024	Changes in equity share capital during the year	Balance as at 31st March 2025
4,279.11	-	-	(1,500.00)	2,779.11

B) Other Equity

₹ in lakhs

Particulars	Reserves & Surplus						
	Securities Premium Reserve	General Reserve	Retained Earnings	Capital Reserve	Capital Redemp-tion Reserve	OCI	Total
Balance as at 01.04.2024	**1,910.66**	**2,302.60**	**5,199.15**	**(965.41)**	**-**	**(8.84)**	**8,438.16**
Profit for the period	-	-	7,607.92	-	-	-	7,607.92
Prior year Adjustments	-	-	(418.87)	-	-	-	(418.87)
Capital Redemption Reserve	-	-	(1,500.00)	-	1,500.00	-	-
Other Comprehensive Income	-	-	-	-	-	54.83	54.83
Dividend issued	-	-	-	-	-	-	-
Balance as at 31.03.2025	**1,910.66**	**2,302.60**	**10,888.20**	**(965.41)**	**1,500.00**	**45.99**	**15,682.04**
Profit for the period	-	-	1,499.71	-	-	-	1,361.36
Prior year Adjustments	-	-	(14.04)	-	-	-	(14.63)
Capital Redemption Reserve	-	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	(28.80)	(28.80)
Dividend paid	-	-	(138.96)	-	-	-	-
Balance as at 31.03.2026	**1,910.66**	**2,302.60**	**12,234.93**	**(965.41)**	**1,500.00**	**17.19**	**16,999.96**

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

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DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

Standalone Notes to Financial Statements

2.01 Property, Plant And Equipment And Capital Work-In-Progress

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Carrying amounts of:		
Industrial Plot	542.98	549.08
Buildings	1,403.67	1,504.50
Plant and Equipment	2,711.40	2,470.01
Furniture and fixtures	2.95	2.83
Vehicles	92.76	6.67
Office Equipment	145.59	146.08
Total	**4,899.35**	**4,679.17**
Capital Work-in-progress	55.20	248.17
Intangible Assets	0.95	1.30
Total	**4,955.50**	**4,928.64**

Particulars	Freehold land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	office equipments	Total	Capital Work in progress	Intangible Assets	Grand Total
Cost or deemed cost										
Balance at 01st April 2024	**545.80**	**4,038.55**	**8,079.65**	**49.17**	**69.58**	**483.43**	**13,266.18**	**183.57**	**4.21**	**13,453.96**
Additions	3.28	-	47.31	-	0.80	2.60	53.99	64.59	1.00	119.58
Eliminated on disposals of assets	-	-	107.18	-	-	-	107.18	-	-	107.18
Balance at 31st March 2025	**549.08**	**4,038.55**	**8,019.78**	**49.17**	**70.38**	**486.03**	**13,212.99**	**248.16**	**5.21**	**13,466.36**
Additions	-	-	432.50	0.25	94.29	1.20	528.25	209.75	-	738.00
Eliminated on disposals of assets	6.10	-	-	-	-	-	6.10	402.73	-	408.83
Balance at 31st March 2026	**542.98**	**4,038.55**	**8,452.28**	**49.42**	**164.67**	**487.23**	**13,735.14**	**55.19**	**5.21**	**13,795.53**
Accumulated depreciation and impairment										
Balance at 01st April 2024	-	**2,432.87**	**5,437.06**	**46.17**	**63.26**	**337.98**	**8,317.34**	-	**2.93**	**8,320.27**
Eliminated on disposals of assets	-	-	79.37	-	-	-	79.37	-	-	79.37
Depreciation Expense	-	101.17	192.06	0.17	0.45	1.98	295.83	-	0.97	296.80
Balance at 31st March 2025	-	**2,534.04**	**5,549.75**	**46.34**	**63.71**	**339.96**	**8,533.80**	**-**	**3.90**	**8,537.70**
Eliminated on disposals of assets	-	-	-	-	-	-	-	-	-	-
Depreciation Expense	-	100.83	191.11	0.13	8.21	1.70	301.97	-	0.35	302.32
Balance at 31st March 2026	-	**2,634.87**	**5,740.86**	**46.47**	**71.92**	**341.66**	**8,835.77**	**-**	**4.25**	**8,840.02**
Carrying Amount										
Balance at 01st April 2024	**545.80**	**1,605.67**	**2,642.58**	**3.00**	**6.32**	**145.46**	**4,948.83**	**183.58**	**1.27**	**5,133.68**
Additions	3.28	-	47.31	-	0.80	2.60	53.99	64.59	1.00	119.58
Eliminated on disposals of assets	-	-	27.82	-	-	-	27.82	-	-	27.82
Depreciation expense	-	101.17	192.06	0.17	0.45	1.98	295.83	-	0.97	296.80
Balance at 31st March 2025	**549.08**	**1,504.50**	**2,470.01**	**2.83**	**6.67**	**146.08**	**4,679.17**	**248.17**	**1.30**	**4,928.64**
Additions	-	-	432.50	0.25	94.29	1.20	528.25	209.75	-	738.00
Eliminated on disposals of assets	6.10	-	-	-	-	-	6.10	402.73	-	408.83
Depreciation expense	-	100.83	191.11	0.13	8.21	1.70	301.97	-	0.35	302.32
Balance at 31st March 2026	**542.98**	**1,403.67**	**2,711.40**	**2.95**	**92.76**	**145.59**	**4,899.35**	**55.20**	**0.95**	**4,955.50**

Capital work in progress

Particulars	As at 31st March 2026 (₹ in Lakhs)	As at 31st March 2025 (₹ in Lakhs)
Opening CWIP at Cost	**248.16**	**183.57**
Additions during the year	209.75	64.59
moved to Fixed Assets during the year	402.73	-
Closing CWIP at Cost	**55.19**	**248.16**

Capital Work in progress (CWIP) ageing schedule

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	March 31, 2026 (₹ in Lakhs)	March 31, 2025 (₹ in Lakhs)
For FY 2025-26						
Projects in progess	55.19	-	-	-	55.19	-
Projects temporarily suspended	-	-	-	-	-	-
For FY 2024-25						
Projects in progess	248.16	-	-	-	-	248.16
Projects temporarily suspended	-	-	-	-	-	-

2.02 Non Current Investments

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	**Trade Investments - Quoted**		
	Investments carried at fair value through profit or loss:		
	Investments in Equity Instruments:		
a)	1865 Equity Shares of Rs.10/- each in KBL (Previous year - 6700 Equity shares)	4.16	11.77
b)	1800 Equity Shares of Rs.10/- each in United Nilgiri Tea (Previous year - 1800 Equity shares)	-	7.12
c)	3500 Equity Shares of Rs.10/- each in KSE Ltd (Previous year - 310 Equity shares)	6.17	5.99
d)	360 Equity Shares of Rs.10/- each in RBL Bank (Previous year - 3750 Equity shares)	1.04	6.52
e)	9000 Equity Shares of Rs.10/- each in GATWAY LTD (Previous year - 4500 Equity shares)	4.54	2.69
f)	875 Equity Shares of Rs.1/- each in The Ramco Cements	-	7.87
g)	7400 Equity Shares of Rs.10/- in PTC India Ltcd	-	12.10
i)	1600 Equity Shares of Rs.2/- each in UPL Ltd.	-	10.18
j)	3050 units of Rs.136/- each in Indigrid Infrastructure Trust	5.04	-
k)	2510 units of Rs.100/- each in Knowledge Reality Trust	2.85	-
l)	651 units of Rs.485/- each in Mindspace Business Parks Trust	2.93	-
m)	1829 units of Rs.100/- each in Nexus Select Trust	2.76	-
n)	418.5 equity shares of Rs.100/- each in Nippon Life India AM Ltd	4.19	-
o)	5500 units of Rs.100/- each in Powergrid Infrastructure Investment Trust	4.96	-
p)	1145 Equity Shares of Rs.5/- each in RK Swamy Limited	0.79	-
q)	4565 Equity Shares of Rs.1/- each in TVS Supply Chain Solutions Ltd	4.16	-
r)	1471 units of Rs.323/- each in Brookfield India Real Estate Trust	4.74	-
s)	235 units of Rs.10/- each in Embassy Office Parks Real Estate Investment Trusts	0.98	-
		49.31	**64.24**

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
2	**Other Investments - Unquoted At Cost**		
	Investment carried at cost		
	Investments in equity instruments of subsidiaries		
	10000 equity shares of Rs.10/- each in Indsil Infrastructure Ltd	1.00	-
3	**Other Investments - Unquoted At Fair Value through Profit or Loss**		
	157 equity shares of Rs.10,000/- each in Malayalam Communications Ltd. (Revalued)	22.23	22.17
	400 equity shares of Rs.100/- each in vimla Infrastructure (India) Pvt Ltd (Revalued)	-	21.49
		22.23	**43.66**
	Total	**72.54**	**107.90**
	i. Aggregate amount of quoted Investments	49.31	64.24
	ii. Aggregate Market Value of Quoted Investments	49.31	64.24
	iii. Aggregate amount of Unquoted Investments	23.23	43.66
	iv. Aggregate amount of impairment in value of investment	-	-

2.03 Non Current - Other Financial Assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
	Unsecured considered good		
a)	**Other loans and advances**		
	- Electricity Charges recoverable	537.62	537.62
	- Rental Advances	19.60	19.60
	- Tax Payment Pending Adjustments	154.36	1,440.90
	Total	**711.58**	**1,998.12**

Note:

Electricity charges recoverable is the amount being a dispute on interpretation of computation in MD charges claimed by KSEB, paid by the Company under Protest during the period 2005 to 2015

2.04 Deferred Tax Assets (Net)

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
	(i) Deferred Tax Assets (Net)	660.45	622.88
	Total	**660.45**	**622.88**

Note:

Movement of deferred tax expense during the year ended March 31,2026 and March 31, 2025 are given in Note No.2.30

2.05 Other Non Current Assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
	- Security Deposits	776.51	1,272.92
	Total	**776.51**	**1,272.92**

2.06 Inventories

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
a	Raw Materials and components		
	1) MN Ore, Coke, Coal & Paste for Core Ferro Alloy Process	432.59	226.18
	2) Manganese Bearing Oxide (MBO) for MRP Process	8,295.60	8,472.10
		8,728.20	**8,698.28**
b	Finished goods	2,135.27	2,384.07
c	Stores and spares	46.38	27.34
	Total	**10,909.85**	**11,109.69**

2.07 Current Investments

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
	Quoted		
	Investments carried at fair value through profit or loss		
	Investment in Mutual Funds		
1	286222 Units in Axis Arbitrage Fund - Regular - Growth (Previous Year - 286222 Units)	55.82	52.65
2	7495 Units in Axis Liquid Fund - Regular Growth (Previous Year 2771 Units)	227.61	79.25
3	Nil Units in Axis Overnight Fund - Regular - Growth(Previous Year 973 Units)	-	13.10
4	Nil Units in Axis Overnight Fund-Regular-Growth (Previous year 5464 Units)	-	73.58
5	959333 Units in Axis Ultra Short Term Fund - Regular - Growth(Previous Year 546353 Units)	147.15	79.06
6	174823 Units in HDFC Arbitrage Fund - WP (Previous year 174823 Units)	55.94	52.73
7	2804 Units in HDFC Liquid Fund - Growth (Previous Year 1572 Units)	149.96	79.21
8	Nil Units in HDFC Overnight Fund-Growth (Previous Year 760 Units)	-	28.50
9	Nil Units in HDFC Overnight Fund - Growth (Previous Year 92 Units)	-	3.44
10	3980362 Units in HDFC Ultra Short Term Fund - Regular - Growth(Previous Year 533030 Units)	629.28	79.28
11	156247 Units in ICICI Prudential Equity - Arbitrage Fund - Regular - Growth (Previous year 156247 Units)	55.99	52.75
12	70337 Units in ICICI Prudential Liquid Fund - Regular - Growth (Previous year 20831 Units)	283.78	79.22
13	Nil Units in ICICI Prudential Overnight Fund - Regular - Growth (Previous year 655 Units)	-	8.96
14	Nil Units in ICICI Prudential Overnight Fund-Regular-Growth(Previous year 949 Units)	-	12.99
15	582717 Units in ICICI Prudential Ultra Short Term Fund - Growth(Previous year 291639 Units)	168.72	79.26
16	143067 Units in Kotak Equity Arbitrage Fund - Regular - Growth(Previous year 143067 Units)	56.01	52.77
17	4548 Units in Kotak Liquid Fund - Regular - Growth (Previous year 1526 Units)	250.55	79.20
18	Nil Units in Kotak Overnight Fund-Regular-Growth(previous year 1451 Units)	-	19.65
19	Nil Units in Kotak Overnight Fund - Regular - Growth (previous year 5430 Units)	-	73.54
20	337028 Units in Kotak Savings Fund - Regular - Growth (Previous year 188064 Units)	150.88	79.16

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
21	NIPPON INDIA ETF LIQUID(DP CHOLA)	-	28.56
22	Nil Units in SBI - Overnight Fund Reg.Gr- (Previous year 13219 Units)	-	542.00
23	45824 units Aditya Birla Sunlife Liquid Fund Regular Growth (Previous Year Nil)	201.31	-
24	3513 Units Axis Treasury Advantage Fund Regular Growth (Previous Year Nil)	113.46	-
25	93453 Units HDFC Low Duration Fund Regular Growth (Previous Year Nil)	56.22	-
26	14787 Units ICICI Prudential Savings Fund - Growth (Previous Year Nil)	84.14	-
27	3937 Units Bandhan Liquid Fund Regular- Growth (Previous Year Nil)	129.56	-
28	1912 Units Kotak Low Duration Fund Standard Growth(Previous Year Nil)	66.55	-
29	209828 Units Kotak International REIT Overseas Equity Omni FOF Growth (Previous Year Nil)	22.78	-
30	43499 Units Kotak Global Emerging Market Overseas Equity Omni OF Growth (Previous Year Nil)	14.02	-
31	1524 Units LFIG-Nippon India Liquid Fund Growth (Previous Year Nil)	101.40	-
32	725 Units MONG- Tata Liquid Fund Regular Growth(Previous Year Nil)	31.14	-
33	Cholamandalam Securities Limited	8.89	-
	Total	**3,061.16**	**1,648.86**
	Investment in Bonds		
1	BONDS-CAPRI GLOBAL CAPITAL LTD-2028 (1000 NCDs of Rs.1,000/- each)	10.00	-
2	BONDS_BELSTAR MICROFINANCE LTD-2027 (10 NCDs of Rs.1,00,000/- each)	10.00	-
3	BONDS_NAVI FINSERV DEC 2027 (60 NCDs of Rs.10,000/- each)	6.00	-
4	BOND_MAS FINANCIAL SERVICES LTD-2027 (100 NCDs of Rs. 10,000/- each)	10.00	-
5	BOND_MUTHOOT FINCORP LTD DEC 2030 (90 NCDs of Rs. 10,000 each)	9.00	-
6	BOND_TELANGANA STATE INDUS.INFR.CORP.LTD-2027 (25 NCDs of Rs.1,00,000/- each)	23.80	-
7	BOND_THE ANDHRA PRADESH MIN.DEV.CORP.LTD-2027 (10 NCDs of Rs.1,00,000/- each)	10.00	-
8	BOND_THE ANDHRA PRADESH MIN.DEV.CORP.LTD-2028 (10 NCDs of Rs.1,00,000/- each)	11.96	-
9	NCDs-IIFL FINANCE LIMITED MAR 2028 (520 NCDs of Rs.1,000 each)	5.20	-
		3,157.12	**1,648.86**
	i. Aggregate amount of quoted Investments	3,157.12	1,648.86
	ii. Aggregate Market Value of Quoted Investments	3,157.12	1,648.86
	iii. Aggregate amount of Unquoted Investments	-	-
	iv. Aggregate amount of impairment in value of investment	-	-

2.08 Trade Receivables

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Undisputed - considered good	244.79	115.91
2	Undisputed - considered doubtful	-	-
3	Disputed - considered good	-	-
4	Disputed - considered doubtful	-	-
		244.79	**115.91**
	Allowance for expected credit losses	-	-
	Total Total (A+B)	**244.79**	**115.91**

Trade Receivables Ageing schedule

Sr. No	Particulars	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 years	31.03.2026	31.03.2025
							(₹ in lakhs)	
	For FY 25-26							
1	Undisputed Trade receivables - considered good	244.79	-	-	-	-	244.79	-
2	Undisputed Trade receivable - considered doubtful	-	-	-	-	-	-	-
3	Disputed Trade receivables - considered good	-	-	-	-	-	-	-
4	Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
	Total	**244.79**	**-**	**-**	**-**	**-**	**244.79**	**-**
	For FY 24-25							
1	Undisputed Trade receivables - considered good	115.91	-	-	-	-	-	115.91
2	Undisputed Trade receivable - considered doubtful	-	-	-	-	-	-	-
3	Disputed Trade receivables - considered good	-	-	-	-	-	-	-
4	Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-	-
	Total	**115.91**	**-**	**-**	**-**	**-**	**-**	**115.91**

2.09 Cash and Cash Equivalents

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Cash and Cash Equivalents		
	a) Balance with Banks		
	- In Current Accounts	188.26	300.83
	b) Cash on hand	3.81	1.62
	c) Fixed Deposits maturing within 3 months	150.00	-
		342.07	**302.44**
2	Bank Balances other than above		
	a) Margin money	41.46	175.59
	b) Fixed Depsits maturing with in 3-12 months	152.60	-
	c) Unclaimed Dividend	1.41	4.64
		195.47	**180.23**
	Total	**537.54**	**482.67**

2.10 Current - Other financial assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	**Others**		
	Balance With Government Authorities	-	-
	- Advance to suppliers	539.82	-
	- Advance to employees	11.56	9.47
	- Fixed Depsits maturing more than 12 months	93.70	-
	- Other Loan or Advances	5.66	5.66
	Total	**650.74**	**15.13**

2.11 Current Tax Assets (Net)

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	TDS Receivable	22.05	18.42
	Total	**22.05**	**18.42**

2.12 Other Current Assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Incentives receivable	4.43	-
	Total	**4.43**	**-**

2.13 SHARE CAPITAL

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	**AUTHORIZED**		
	3,43,00,000 Equity shares of ₹ 10/- Each	3,430.00	3,430.00
	2,00,00,000 Redeemable Preference Shares of ₹ 10/- each	2,000.00	2,000.00
		5,430.00	**5,430.00**
2	**ISSUED SUBSCRIBED AND FULLY PAID UP**		
	2,77,91,122 Equity shares of ₹ 10/- each	2,779.11	2,779.11
	Total	**2,779.11**	**2,779.11**

The reconciliation of the number of equity shares outstanding is set out below:

Particulars	31.03.2026		31.03.2025	
	Number	Value (₹)	Number	Value (₹)
Equity Shares at the beginning of the year	2,77,91,122	2,779.11	2,77,91,122	2,779.11
Changes during the year	-	-	-	-
Equity Shares at the end of the year	2,77,91,122	2,779.11	2,77,91,122	2,779.11

The reconciliation of the number of Preference shares outstanding is set out below:

Particulars	31.03.2026		31.03.2025	
	Number	Value (₹)	Number	Value (₹)
Preference Shares at the beginning of the year	-	-	1,50,00,000	1,500.00
Changes during the year	-	-	(1,50,00,000)	(1,500.00)
Preference Shares at the end of the year	-	-	-	-

i) Rights, preferences & restrictions in respect of each class of shares

The Company's authorised share capital consists of two classes of shares, referred to as Equity Shares and Preference Shares, having par value of ₹10/- each respectively

Each holder of Equity Share is entitled to one vote per share. The preferential shareholders have preferential right over equity shareholders in respect of repayment of capital and payment of dividend

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The distribution will be in proporation to the number of equity shares helf by the shareholders

The Company has one class of share viz. equity share of Rs. 10/- each

ii) Details of Shareholder's holding more than 5% of shares

S. No.	Name of the Shareholder	31.03.2026		31.03.2025	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sunmet Holdings India Private Limited	138,80,647	49.95%	139,25,647	50.11%
2	Crosimn Agencies Private Limited	15,79,906	5.68%	15,34,906	5.52%
	TOTAL	154,60,553	55.63%	154,60,553	55.63%

iii) Details of Shareholding of promoters:

S. No	Name of Shareholder	31.03.2026		31.03.2025	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Sunmet Holdings India Private Limited	138,80,647	49.95%	1,39,25,647	50.11%
2	Crosimn Agencies Private Limited	15,79,906	5.68%	15,34,906	5.52%
3	S N Varadarajan	11,01,110	3.96%	11,01,110	3.96%
4	D Pushpa Varadarajan	5,30,698	1.91%	5,30,698	1.91%
5	Jayashree Vinod	1,83,630	0.66%	1,83,630	0.66%
6	Vinod Narsiman	1,74,322	0.63%	1,74,322	0.63%
7	Rudra Narsiman	2,718	0.01%	2,718	0.01%
8	Vishwaa Narsiman	2,718	0.01%	2,718	0.01%
		174,55,749	62.81%	174,55,749	62.81%

iv) Pursuant to the approval of the Board of Directors of the Company, the Company redeemed 1,50,00,000 8% Cumulative Redeembable Preference Shares of Rs. 10/- each on 24th May 2024.

2.14 OTHER EQUITY

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	**Securities Premium**		
	Balance at the beginning of the year	1,910.66	1,910.66
	Additions/ (deductions) during the year	-	-
	Balance at the end of the year	**1,910.66**	**1,910.66**
2	**General Reserves**		
	Balance at the beginning of the year	2,302.60	2,302.60
	Additions/ (deductions) during the year	-	-
	Balance at the end of the year	**2,302.60**	**2,302.60**
3	**Capital redemption Reserve**		
	Balance at the beginning of the year	1,500.00	-
	Additions/ (deductions) during the year	-	1,500.00
	Balance at the end of the year	**1,500.00**	**1,500.00**
4	**Retained earnings**		
	Balance at the beginning of the year	10,888.20	5,199.15
	(+) Profit/(Loss) for the current year	1,499.71	7,607.92
	(-) Prior year Adjustments	(14.04)	(418.87)
	(-) Capital Redemption Reserve	-	(1,500.00)
	(-) Dividend paid on equity shares	(138.96)	-
	Balance at the end of the year	**12,234.93**	**10,888.20**
5	Capital Reserve on Business Combination - IEEC	(703.27)	(703.27)
6	Capital Reserve on Business Combination- SMS	(262.14)	(262.14)
7	**Other Comprehensive Income**		
	Remeasurement of the defined benefit plans		
	Balance at the beginning of the year	23.89	(64.06)
	OCI for Current Year	(17.59)	87.95
	Total Comprehensive Income	6.30	23.89
	FVOCI equity instruments		
	Balance at the beginning of the year	27.51	42.81
	OCI for Current Year	(21.03)	(15.30)
	Total Comprehensive Income	6.48	27.51
	Other items of OCI		
	Balance at the beginning of the year	(5.41)	12.41
	OCI for Current Year	9.82	(17.82)
	Total Comprehensive Income	**4.40**	**(5.41)**
	Total of Other Comprehensive Income	**17.18**	**45.98**
	Closing Balance	**16,999.96**	**15,682.03**

Nature and Purpose of Reserves

Securities Premium

Securities Premium is used to record the premium on issue of equity shares. The reserve can be utilised only for limited purpose such as issuance of bonus shares inaccordance with provisions of the Companies Act, 2013. During the year, the reserve has been utilised amount is NIL.

General Reserves

General reserve is created by the Company by appropriating the balance of Retained Earnings. It is a free reserve which can be used for meeting future contingencies, creating workings capital for business operations, strengthening the financial position of the Company.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. (Refer statement of changes in equity).

Capital Reserve on Business Combination

Capital Reserve on Business Combination due to merger of Indsil Energy and Electrochemicals Pvt Ltd and Sree Mahalakshmi Smelters Pvt Ltd.

Capital Redemption Reserve

The Company created the Capital Redemption Reserve by redeeming preference shares out of retained earnings, in accordance with applicable legal provisions. The amount equivalent to the nominal value of the shares redeemed have been transferred to the capital redemption reserve, and such reserve can be utilised only for issue of bonus shares to the members of the company and is not available for distribution of dividends.

2.15 Non Current Liabilities - Provisions

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Provision for Gratuity (Refer Note No.2.34)	272.74	254.77
2	Provision for Electricity demands	1,109.49	1,109.49
	Total	**1,382.23**	**1,364.26**

Information about Provision for Electricity demands

In the past, the Kerala State Electricity Board has raised certain demands on the Company relating to payment of electricity charges and other charges on account of working of the hydro electric power division of the Company. These charges were more than that warranted for, when specifically considering the working agreement between the Company and KSEB for operation of the hydro electric power plant. These demands remain in dispute and have been challenged by the Company in various forums including the Hon'ble High Court of Kerala.Such matters remain sub - judice and in some cases, where necessary, pending judgement, adequate provisions have been made.The Company is confident of positive redressal by the appropriate forums where no provisions has been made and in cases where the Company has deposited sums/advances, pending judgements, it is expected that those sums would be refunded.

2.16 Current Finance Liabilities - Trade Payables

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Outstanding dues of micro and small enterprises	-	-
2	Outstanding dues other than (1) above	711.31	198.05
	Total	**711.31**	**198.05**

Micro Enterprises and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

S. No	Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	31.03.2026 (₹ in Lakhs)	31.03.2025 (₹ in Lakhs)
	For FY 25-26						
1	MSME	-	-	-	-	-	-
2	Others	711.31	-	-	-	711.31	-
3	Disputed Dues - MSME	-	-	-	-	-	-
4	Disputed Dues - Others	-	-	-	-	-	-
	Total	**711.31**	**-**	**-**	**-**	**711.31**	**-**
	For FY 24-25						
1	MSME	-	-	-	-	-	-
2	Others	198.05	-	-	-	-	198.05
3	Disputed Dues - MSME	-	-	-	-	-	-
4	Disputed Dues - Others	-	-	-	-	-	-
	Total	**198.05**	**-**	**-**	**-**	**-**	**198.05**

2.17 Other Current Liabilities

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Unclaimed Dividends *	2.29	5.52
2	Accrued Employee benefits	86.93	96.78
3	Statutory liabilities	25.28	12.07
4	Advance from Customers	191.39	-
5	Other Payables	475.40	902.47
	Total	**781.31**	**1,016.84**

* There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

2.18 Short term Provisions

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Provision for Income Tax (Net)	49.18	1,280.85
	Total	**49.18**	**1,280.85**

2.19 REVENUE FROM OPERATIONS

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Sale of Products:		
	- Smelter	14,963.75	12,714.87
	- Power	2,476.74	2,139.42
		17,440.49	**14,854.29**
2	Interdivisional Sale of Power	(2,290.12)	(2,099.45)
3	**Other Operating Income**		
	Export Incentives	1.43	-
		15,151.79	**12,754.85**
4	**Detail of Revenue from operations**		
	Silico Manganese & Manganese Ore	15,150.36	12,754.85
	Export Incentives	1.43	-
	Total	**15,151.79**	**12,754.85**

2.20 Other Income

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Interest Income	69.49	94.51
2	Profit on Sale of Assets/Investments	35.58	10,783.75
3	Scrap & Waste sales	80.44	72.48
4	Rental Income	-	0.09
5	Income from MF	116.50	117.36
6	Miscellaneous Income	6.50	0.07
	Total	**308.50**	**11,068.27**

2.21 Cost of Materials Consumed

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
a)	**Consumption of Raw Materials**		
1	Manganese Ore	6,631.42	5,775.10
2	Carbon reducers	1,840.96	1,641.25
3	Quartz	62.84	52.36
4	Carbon Paste	312.84	308.06
5	Others	37.94	31.53
	Total	**8,886.01**	**7,808.31**

2.22 Changes in inventories of finished goods, work in progress and Stock-in- trade

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Finished Goods: Opening Stock	2,384.07	2,471.04
	Less: Closing Stock	(2,135.27)	(2,384.07)
		248.80	**86.97**
2	Hydro Banked Units : Opening Stock	-	-
	Less: Closing Stock	-	-
		-	-
	Total	**248.80**	**86.97**

2.23 Employee benefits expense

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Salaries and wages	1,289.54	1,244.52
2	Contribution to provident Fund & other Funds	46.77	43.04
3	Provision for Gratuity & Earned Leave Encashment	39.84	28.45
4	Staff welfare expenses	42.21	46.48
	Total	**1,418.37**	**1,362.49**

2.24 Finance Costs

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Interest expense	1.49	319.61
2	Other Borrowing Costs	0.35	6.15
	Total	**1.84**	**325.76**

2.25 Depreciation and amortization expense

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Depreciation and amortization expense	302.32	296.80
	Total	**302.32**	**296.80**

2.26 Other expense

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Power & Fuel (Net)	2,247.30	2,919.95
2	Packing, Freight & Forwarding	283.51	345.82
3	Communication Expenses	11.43	11.51
4	Directors Sitting Fees	-	0.72
5	Travelling Expenses	23.40	22.50
6	**Repairs & Maintanance :**		
	Plant & Machinery	156.23	98.28
	Buildings & Others	38.35	46.23
7	Insurance Expenses	43.46	28.09
8	Legal Expenses	7.67	5.18
9	Professional Charges	80.29	78.14
10	Security service charges	49.33	51.66
11	Printing and Stationery	3.02	3.47

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
12	Auditors Remuneration		
	For Audit	5.50	5.50
13	Rent	5.25	3.87
14	Rates & Taxes	14.24	973.42
15	Subscription	3.91	4.67
16	Donation*	24.87	15.96
17	Sales Commission & Discount	17.72	22.54
18	Transportation charges	0.00	2.65
19	Exchange Fluctuation (Net)	(0.08)	-
20	Miscellaneous Expenses	66.42	186.68
	Total	**3,081.81**	**4,826.83**

*Donations include political contribution of ₹3.75 lakhs for FY 2025-26 and ₹2.00 lakhs for FY 2024-25.

Payments to the Auditors (Excluding taxes)

Particulars	31.03.2026 (₹ in Lakhs)	31.03.2025 (₹ in Lakhs)
As Auditor - Statutory Audit and Limited Reviews	5.50	5.50
For Certification and other matters	2.00	2.00
For reimbursement of expenses	-	-
	7.50	**7.50**

2.27 Exceptional Items

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Fuel & Power Purchase Cost Adjustment (FPPCA)	-	586.32
2	Bad Debts Written Off	-	46.32
	Total	**-**	**632.64**

2.28 Tax Expenses - Current tax

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
	Current tax		
1	Current tax on profits for the year	49.17	1,280.85
	Deferred tax		
1	Deferred tax adjustments	(27.75)	227.19
	Total	**21.43**	**1,508.04**

The Income tax expenses for the year can be reconcilied to the accounting profit as follows - Ind AS 12

S. No	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Profit before tax from continuing operations	1,521.14	9,115.96
2	Income tax expenses	49.17	1,280.85
	Total Income tax expenses	**49.17**	**1,280.85**

2.29 Changes in Income Tax Rate

For the purpose of calculating the tax expenses from the Financial year 2020-21 the Company has considered the tax rate prescribed under the section 115BAA of the Income Tax Act, 1961. i.e., effective rate of 25.17%.

Income tax recongnised in other comprehensive Income

Remeasurement of defined benefit obligation	(17.53)	51.92
Income tax recognised in other comprehensive Income	(9.82)	17.82
	(27.35)	**69.74**

2.30 Movement of deferred tax expense during the year ended March 31,2026

Deferred tax (liabilities)/assets in relation to:	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing Balance
Property, plant and equipment and Intangible Assets	534.40	35.52	-	569.92
Expenses allowable on payment basis under the Income Tax Act	88.49	(7.78)	(9.82)	90.53
Other temporary differences	-	-	-	-
Lease Liability	-	-	-	-
	622.89	**27.74**	**(9.82)**	**660.45**

Movement of deferred tax expense during the year ended March 31,2025

Deferred tax (liabilities)/assets in relation to:	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing Balance
Property, plant and equipment and Intangible Assets	768.57	(234.17)	-	534.40
Expenses allowable on payment basis under the Income Tax Act	99.33	6.98	17.82	88.49
Other temporary differences	-	-	-	-
Lease Liability	-	-	-	-
	867.90	**(227.19)**	**17.82**	**622.89**

2.31 EARNING PER EQUITY SHARE

S.No.	Particulars	31.03.2026 (₹ in lakhs)	31.03.2025 (₹ in lakhs)
1	Net Profit after Tax	1,499.71	7,607.92
2	Weighted average number of equity shares	2,77,91,122	2,77,91,122
	(Face Value of ₹ 10 each)		
3	Basic EPS (₹)	5.40	27.38
4	Diluted EPS (₹)	5.40	27.38

2.32 Dividend

The Board of Directors have recommended a final dividend of 6% (Rs.0.60 per share) on the fully paid equity shares of the face value of Rs.10 each for the financial year 2025-26. This dividend is subject to the approval of shareholders at the ensuing Annual General Meeting and has not been included as a liability in these financial statements. The total estimated equity devidend payable is Rs.167 Lakhs.

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2026

1. Company Overview

Indsil Hydro Power and Manganese Ltd (" the Company") is engaged in manufacturing Low/Medium/High Carbon Silico Manganese - Key ingredients used in Steel and Stainless steel Industry. Headquarter in Coimbatore (India), Indsil has LCSM Smelters in India intergrated with Captive hydel power Plant.

The Company is a Public Limited Company and listed on the BSE Limited

Significant accounting policies

2.1 Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS ') prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended)

2.2 Basis of preparation

(i) Historical Cost Convention

These financial statements have been prepared on the historical cost basis except for certain financial instruments and defined benefit plans that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(ii) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In measuring fair value of an asset or liability, the Company takes into account those characteristics of the assets or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are obser vable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Functional and presentational currency

These financial statements are presented in Indian Rupee (INR) which is also the functional currency.

(iv) Rounding off amounts

All amounts disclosed in the financial statements have been rounded off to the nearest rupees in Lakhs, as per the requirements of Schedule III of the Act, unless otherwise stated.

(v) Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estim ates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

In particular, following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in standalone financial statements:

a. Assessment of useful life of property, plant and equipment and intangible asset – refer below note 2.5.

b. Recognition and estimation of tax expense including deferred tax – refer note 2.28

c. Estimation of obligations relating to employee benefits: key actuarial assumptions – refer note 2.34

d. Fair value measurement refer above note 2.2 (ii)

e. Recognition and measurement of provision and contingency – refer note 2.32

f. Estimated impairment of financials Assets-refer note.2.01

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The Company has deemed its operating cycle as twelve months for the purpose of current/non- current classification.

2.4 Revenue recognition

Revenue is measured at the fair value of consideration received or receivable.

a) The Company recognizes revenue from sale of goods when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when it no longer retains control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Sale of goods is recognised net of taxes collected on behalf of third parties.

   The performance obligation in case of sale of goods is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

b) Inter unit transfers are adjusted against respective expenses.

c) 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 proportion basis, by reference to the principal outstanding and the effective interest rate ('EIR') applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

d) Dividend income from investments in equity shares and mutual funds is recognised when the right to receive the dividend is established.

e) Export Incentives are recognised as per schemes specified in foreign Trade Policy, as amended from time to time, on accrual basis in the year when right to receive as per terms of the scheme is established and are accounted to the extent there in no uncertainty about its ultimate collection.

f) Insurance Claim is accrued in the year when the right to receive is established and is recognised to the extent there is no uncertainty about its ultimate collection.

2.5 Property, Plant and Equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the cost of acquisition of the asset. Cost includes related taxes, duties, freight, insurance etc., attributable to acquisition and installation of assets and borrowing cost incurred up to the date of commencing operations, but excludes duties and taxes that are recoverable from taxing authorities.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

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 the profit or loss.

Upon transition to Ind AS, the Company has decided to continue with the carrying value of all its property, plant and equipment recognised as at 1st April 2016 measures as per the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

The Company has adopted the useful life as specified in Schedule II to the Act, except for certain assets for which the useful life has been estimated based on the Company's past experiences in this regard, duly supported by technical advice. Accordingly, the useful lives of tangible assets of the Company which are different from the useful lives as specified by Schedule II are given below:

Buildings	-	30 Yrs
Plant & Machineries	-	20 Yrs
Furniture & Fittings	-	10 Yrs
Vehicles	-	8 Yrs
Office Equipments	-	5 Yrs
Computers & Electronic Devices	-	3 Yrs

Refer Note 2.01 for detailed classification of the Company's assets under various heads.

2.6 Intangible Assets

Intangible assets are recognised when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured.

Intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives, if any other method which reflects the pattern in which the asset's future economic benefits are expected to be consumed by the entity cannot be determined reliably. 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.

For transition to Ind AS, the Company had elected to continue with the carrying value of all its intangible assets recognised as at the transition date, measured as per the previously applicable Indian GAAP and used that carrying value as its deemed cost as at the transition date.

2.7 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

2.8 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of inventories is determined on the 'weighted average' basis and comprises expenditure incurred in the normal course of business for bringing such inventories to their present location and condition and includes, wherever applicable, appropriate overheads.

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

2.9 Financial Instruments

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

Financial Assets

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement of financial assets are dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (FVTPL)

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash, that are subject to an insignificant risk of change in value with a maturity within three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 - “Financial Instruments”. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables

A payable is classified as ‘trade payable’ if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year, which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

Financial guarantee contracts

Financial guarantees issued by the Company are those guarantees that require a payment to be made to reimburse the holder of the guarantee for a loss incurred by the holder because the specified debtor fails to make a payment, when due, to the holder in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the

consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

2.10 Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated as hedging instrument.

2.11 Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

2.12 Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to control the use of the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company has applied Ind AS 116 from 1st April, 2019 onwards using the modified retrospective approach.

a) Arrangements where the Company is the lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use

assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments.

For short-term and low value leases are classified as operating leases. Payments made under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

b) Arrangements where the Company is the lessor

Rental income from operating leases is generally recognised on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.13 Foreign currency transactions and translations

Transactions in foreign currencies are translated to the functional currency of the Company (i.e. INR) at exchange rates at the dates of the transactions. Monetar y assets and liabilities denominated in foreign currencies at the reporting date, except for those derivative balances that are within the scope of Ind AS 109 – "Financial Instruments", are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are recognised in the Statement of Profit and Loss.

Foreign exchang e dif ferences re g ard e d as an adjustment to interest costs are recognised in the Statement of Profit and Loss. Realised or unrealised gain in respect of the settlement or translation of borrowing is recognised as an adjustment to interest cost to the extent of the loss previously recognised as an adjustment to interest cost.

2.14 Employee benefits

a) Employee benefits in the form of Provident Fund, Pension Fund, Superannuation Fund and Employees State Insurance are defined contribution plans. The Company recognizes contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, the excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Gratuity liability is defined benefit plans. The cost of providing benefits under the defined benefit plans is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements of the net defined benefit liability/asset comprise:

   i) actuarial gains and losses;

   ii) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability/asset; and

   iii) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability/asset.

   Remeasurements of net defined benefit liability/asset are charged or credited to other comprehensive income.

c) Compensated absences is other long term employee benefit. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

2.15 Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from 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.

2.16 Provisions, Contingent Liabilities and Contingent

Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is disclosed when:

(a) 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 Company; or

(b) a present obligation that arises from past events but is not recognized because:

  (i) it is not prob able that an out flow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, when there is a possible asset 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 Company.

Contingent liabilities and assets are not recognized but are disclosed in notes.

2.17 Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Grant related to expenses are deducted in reporting the related expense.

2.18 Non-current assets (or disposal groups) classified as held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii)

the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs of disposal. Non-current assets held for sale are not depreciated or amortised.

2.19 Earning Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The Weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, buy back of shares, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

2.20 Recent Accounting Pronouncements

The Ministry of Corporate Affairs (MCA) in consultation with National Financial Reporting Authority (NFRA) vide its notification dated 23 March 2022, has made certain amendments in Companies (Indian Accounting Standard Rules), 2015. Such amendments shall come into force with effect from 1 April 2022, but do not have a material impact on the financial statements of the Company.

(i) Ind AS 103: Business combination

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

This Company does not expect the amendment to have any significant impact in it 's Financial Statements.

(ii) Ind AS 37: Provisions, Contingent Liabilities, and Contingent Assets

The amendments specif y that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract '. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts.

Since Company's current practice is in line with the clarifications issued, there may not be material effect on the financial statements of the Company.

(iii) Ind AS 109: Financial Instruments

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. Since Company current practice is in line with the clarifications issued, there may not be material effect on the financial statements of the Company.

(iv) Ind AS 16: Property, Plant and Equipment

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact on the financial statements.

Notes to the Standalone Financial Statements for the year ended March 31, 2026

II. OTHER NOTES ON ACCOUNTS.

2.33 CONTINGENT LIABILITIES

S.No.	Particulars	As at 31.03.2026 ₹ in lakhs	As at 31.03.2025 ₹ in lakhs
a)	Guarantees issued by Banks on behalf of the Company (The above Guarantee is given to KSEB as CCD)	-	129.49

b) There was a contingent liability amounting to Rs.6209 Lakhs relating to a levy of electricity duty on the Company's erstwhile Thermal Power Plant situated at Raipur, Chattisgarh State. While the Company has obtained a stay from the High Court of Chattisgarh against recovery of dues, the Company in the meanwhile settled the entire princpal amount to the Government of Chattisgarh to the tune of Rs.957 lakhs which was paid in FY 2024-25. According to the policies of Government of Chattisgarh, the Company is eligible for exemption from interest payment and the Company has applied for the same and is awaiting orders.

c) There is due's relating to Custom Duty Rs.158 Lakhs on import of Manganese Ore for the year 2011-12

Financial risk management

Financial risk factors

The Company 's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company's principal financial assets include loans and advances, investment in equity instruments and mutual funds, trade receivables and cash and bank balances that arise directly from its operations. The Company also enters into derivative transactions to hedge foreign currency and interest rate risks and not for speculative purposes. The Company is exposed to market risk, credit risk and liquidity risk and the Company's senior management oversees the management of these risks.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

Currency risk

Foreign currency risk is the risk that fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to a foreign exchange risk. For mitigating exposure to foreign exchange risk, the Company adopts a policy of selective hedging based on the risk perception of the management. The Company has entered into foreign currency forward contracts and cross currency swap contracts.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. Any changes in the interest rates environment may impact future cost of borrowings. To manage this, the Company has entered into interest rate swap contracts, in which it agrees to exchange, at specific intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed upon principal amount.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letters of credit and working capital limits.

2.34 DISCLOSURE ON "EMPLOYEE BENEFITS" AS PER IND AS 19:

Defined Benefit Plan:

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employee last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service

The following tables sets out the details of amount recognised in the financials statements in respect of employee benefit schemes:

Particulars	As at 31.03.2026 ₹ in lakhs	As at 31.03.2025 ₹ in lakhs
	Gratuity	
Present value of obligations at the beginning of the year	254.76	296.57
Business Combination	-	-
Current service cost	9.23	8.57
Interest cost	15.58	19.88
Re-Measurement (Gains) Losses:		
Actuarial gains and losses arising from change in Demographic assumption	-	-
Actuarial gains and losses arising from change in financial assumption	17.59	(30.13)
Actuarial gains and losses arising from experience adjustment	-	-
Benefits paid	(39.45)	(40.13)
Present Value of obligations at the end of the year	**257.71**	**254.76**
Changes in the fair value of planned assets	-	-
Fair Value of plan assets at beginning of the year	-	-
Interest Income	-	-
Return on plan assets	-	-
Contributions from the employer	-	-
Benefits paid	-	-
Fair Value of plan assets at end of the year	-	-
Amount recognised in the Balance Sheet	-	-
Projected benefit obligation at the end of the year	**257.71**	**254.76**
Fair value of plan assets at the end of the year	-	-
Funded status of the plans - Liability recognised in the balance sheet	257.71	254.76
Components of defined benefit cost recognised in the profit or loss/Other comprehensive Income	-	-
Comprehensive Income	-	-
Current service cost	9.23	8.57
Net Interest Expenses	**15.58**	**19.88**
Components of defined benefit cost recognised in other comprehensive Income	-	-
Comprehensive Income	-	-
Re-Measurement on the net defined benefit liability:	-	-
Actuarial gains and losses arising from change in financial assumption	17.59	(30.13)
Actuarial gains and losses arising from experience adjustment	-	-
Return on plan assets	-	-
Net cost in other Comprehensive Income	(6.30)	23.89

2.35 SEGMENT REPORT

Primary Segments (Business Segments)	As at 31.03.2026 ₹ in lakhs	As at 31.03.2025 ₹ in lakhs
1. Segment Revenue		
a. Smelter	15,460.28	23,823.12
b. Power	2,476.74	2,139.42
	17,937.02	**25,962.54**
Less : Intersegment Revenue	2,476.74	2,139.42
Net Revenue	**15,460.28**	**23,823.12**
2. Segment Results		
(Profit / Loss before Financial charges & Tax)		
a. Smelter	(756.12)	7,433.82
b. Power	2,279.10	2,007.90
	1,522.98	**9,441.72**
Add / Less : Unallocable Income/Expenses		
Operating Profit	1,522.98	9,441.72
Less : Financial Charges	1.84	325.76
Total Profit / (Loss) before Tax and extraordinary items	**1,521.14**	**9,115.96**
3. Capital Employed		
(Segment Assets - Segment Liabilities)		
a.Smelter	20,079.15	18,659.01
b.Power	1,082.14	1,166.39
	21,161.30	**19,825.40**

2.36 RELATED PARTY DISCLOSURES

a) Other Related Entity	Sunmet Holdings India Private.Ltd , Vira Holdings LLP
b) Wholly Owned Subsidiary	Indsil Infrastructure Limited
c) Key Management Personnel	Sri. Vinod Narsiman - Whole Time Director Sri. K. Ramakrishnan - Whole Time Director (Till 4th October 2025) Sri.R.Muthiah-Chief Financial Officer (w.e.f.28th May 2025) Sri S.Varadarajan - Director (Till 4th October 2025) Mrs. Anu Murali - Non Executive Independent Director (w.e.f. 04th October 2025) Mrs. V.Gayatri - Non Executive Independent Director Mrs.T.Kalaivani - Non Executive Independent Director Mr.R.Narasimhan - Non Executive Independent Director Sri. Vishwaa Narsiman - Non Executive Non Independent Director (w.e.f.4th October 2025) Sri. Rudra Narsiman- Non Executive Non Independent Director (w.e.f. 4th October 2025) Sri.S.Thangaraj - Whole Time Director (w.e.f.4th October 2025) Sri. U.Kalidoss - Company Seretary
d) Relatives of Key Management Personnel	Sri. S.N.Varadarajan (Father of Sri Vinod Narsiman) Smt. D.Pushpa Varadarajan (Mother of Sri Vinod Narsiman) Smt. Jayashree Vinod (Wife of Sri Vinod Narsiman)

Particulars	Wholly Owned Subsidiary ₹ in lakhs	Joint Venture ₹ in lakhs	Other Related Entity ₹ in lakhs	Key Management Personnel ₹ in lakhs	Relatives of Key Management Personnel ₹ in lakhs
Current Year - (31.03.2026)					
Rent paid	-	-	27.45	-	-
Directors' Sitting Fees	-	-	-	-	-
Directors' Fees	-	-	-	4.44	-
Managerial Remuneration	-	-	-	26.89	-
Commission	-	-	-	46.38	-
Balances outstanding	-	-	(2.49)	(65.19)	(92.46)

Previous Year- (31.03.2025)					
Purchase of Raw Material	-	-	114.75	-	-
Rent paid	-	-	25.04	-	-
Rent Receipts	-	-	-	-	-
Directors' Sitting Fees	-	-	0.09	0.72	-
Directors' Fees	-	-	-	2.09	-
Managerial Remuneration	-	-	-	26.48	-
Consultancy Charges	-	-	-	0.23	-
Commission	-	-	-	76.81	-
Balances outstanding	-	-	(2.38)	(78.81)	(122.46)

2.37	WHOLE TIME DIRECTOR - SRI VINOD NARSIMAN'S REMUNERATION	As at 31.03.2026 ₹ in lakhs	As at 31.03.2025 ₹ in lakhs
	Salary	6.00	2.28
	Commission	46.38	76.81
	Perquisites	-	-
		52.38	**79.09**

2.38	WHOLE TIME DIRECTOR - SRI S. THANGARAJ'S REMUNERATION	As at 31.03.2026 ₹ in lakhs	As at 31.03.2025 ₹ in lakhs
	Salary	3.00	-
	Perquisites	-	-
		3.00	**-**

2.39	WHOLE TIME DIRECTOR - SRI K. RAMAKRISHNAN'S REMUNERATION	As at 31.03.2026 ₹ in lakhs	As at 31.03.2025 ₹ in lakhs
	Salary	1.47	2.52
	Perquisites	0.18	3.85
		1.65	**6.37**

2.40 The Company has entered into operating lease, having a lease period ranging from 1-5 years, with an option to renew the lease. The future minimum lease payments are as follows:

₹ in lakhs

Particulars	31.03.2026	31.03.2025
not later than one year	28.89	26.35
later than one year and not later than five years	167.61	152.89

2.41 Disclosure of ratios as per Schedule III of the Companies Act, 2013

Sr. No	Ratio	Numerator	Denominator	FY 2025-26 Ratio	FY 2024-25 Ratio	% of vari-ance	Reasons of variance	Units
1	Current Ratio	Current Assets	Current Liabilities	10.07	5.37	88	On account of in-crease in investments out of accumulated reserves	Times
2	Debt - Equity Ratio	Total Debt (Including lease liabilities	Shareholders Equity	NA	NA	-	NA	Times
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	25.27	NA	NA	Times
4	Return on Equity Ratio	Net Profit after Taxes-Preference dividend	Average Shareholder's equity	5.40	27.38	(80)	Due to substantial profits in the previous year on account of sale of investments held by the Company	Percent
5	Inventory Turnover Ratio	Sales of Goods	Average Inventory	1.39	1.15	21	Increase in sales turnover during the year	Times
6	Trade Receivables turnover Ratio	Credit Sales	Average Trade Receivables	5.90	3.32	78		Times
7	Trade Payables turnover Ratio	Credit Purchase	Average Trade Payables	17.14	5.67	202		Times
8	Net Capital turnover Ratio	Net Sales	Working Capital	-	-	-	NA	Times
9	Net Profit Ratio	Net Profit after Taxes	Net Sales	0.10	0.60	(83)	Due to substantial profits in the previous year on account of sale of investments held by the Company	Percent
10	Turnover on Capital Employed	Earnings before interest & Tax	Capital Employed	0.07	0.51	(86)		Percent
11	Return on Inverstment	Income generated from investments	Time weighted average investments	NA	NA	-	NA	Percent

2.42 Other Statutory Information:

(i) The Company does not have Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

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

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

(iv) The Company has not provided any guarantee or security / granted loans and advances in nature of loans, secured or unsecured to Companies, firms, LLP or Other Parties.

The MCA vide notification dated 24th March, 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures. Amendments are applicable from 1st April, 2021. The Company has incorporated the changes as per the said amendment in the financial statements and has also changed comparative numbers wherever it is applicable.

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

INDSIL

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDSIL HYDRO POWER AND MANGANESE LIMITED

Report on the Consolidated Financial Statements:

Opinion

We have audited the accompanying Consolidated Financial Statements of INDSIL HYDRO POWER AND MANGANESE LIMITED, (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company, its subsidiaries together referred to as the "the Group") comprising the Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (Including Other Comprehensive Income), the Consolidated Statement of Cash Flows, and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material 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 other financial information of the subsidiaries, referred to in Other Matters paragraph below, the aforesaid Consolidated Financial Statements give a true and fair view of the consolidated financial position of the Group as at March 31, 2026, and its consolidated profit and total comprehensive income, its consolidated cash flows and consolidated statement of changes in equity for the year ended on that date in all material respects in accordance with the Indian Accounting Standards and other accounting principles generally accepted in India.

Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified u/s 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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 Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. 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 audit report.

S.No	Key Audit Matter	Auditor's Response
1	Evaluation of loss of control and transition from Subsidiary to Associate company During the year ended March 31, 2026, the Company's erstwhile holding company, Sunmet Holdings India Pvt Ltd, reduced its shareholding from 50.11% to 49.95% through the sale of equity shares. 1. Correspondingly, Sunmet Holdings India Pvt Ltd no longer has "control" as defined under Ind as 110- namely power over the investee, exposure, or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the investor's returns. 2. Under Ind AS 28, Sunmet Holdings India Pvt Ltd continues to exercise significant influence and the Company was reclassified as an associate with effect from the date of loss of control.	Our audit procedures in respect of this matter included the following: • Verification of Ownership Transfer: Examined share transfer deeds, board minutes, and statutory filings to verify the quantum of shares sold and the exact date on which the shareholding dropped below the 50% threshold. • Assessment of Control and Influence: Evaluated management's assessment regarding the loss of subsidiary status and the establishment of "significant influence" to qualify as an associate company in accordance with Ind as 28.

S.No	Key Audit Matter	Auditor's Response
	3. This transition impacts the identification, classification, and reporting of related-party transactions under [Ind AS 24 – Related Party Disclosures] and the Companies Act, 2013. Due to the significance of verifying the exact date of loss of subsidiary status, ensuring accurate cut-off of related-party transactions, and evaluating compliance with statutory disclosures, this was considered a significant area of focus during our audit.	• Obtained management representations confirming completeness and accuracy of related party identification and the date of loss of control adopted. Based on the above, we consider management's determination of the date of loss of control, reclassification of the Company as an associate, and related disclosures to be appropriate.

Information other than the consolidated financial statements and the auditor's report thereon:

The Holding Company's Board of directors is responsible for the preparation of 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 Ind AS 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, 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 required to report the fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements:

The Holding Company's Board of Directors is responsible for the 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 cash flows and consolidated changes in equity of the Group in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act 2013, read with relevant rules issued there under. The respective Board of Directors of the Companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 Ind AS 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 of preparation of the consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the 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 responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements:

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 consolidated Ind AS 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 Ind AS 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 with reference to Consolidated Ind AS financial statements 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 the 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 ability of the group to continue as a going concern. If we conclude that 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 the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and event in a manner that achieves fair presentation.
- In accordance with SA 600, we are responsible for obtaining sufficient appropriate audit evidence regarding the financial information of the group, including its component entities. This involves assessing the competence and independence of component auditors, coordinating the audit work, evaluating the consolidation process, and forming an opinion on the group financial statements based on the audit evidence obtained.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in 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 the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The Financial statements of M/s. Indsil Infrastructure Limited (Wholly Owned Subsidiary), whose Financial statements reflect assets of Rs. 1 Lakh as at 31st March 2026, as considered in the Consolidated Financial Statements. These Financial statements have been audited by other auditors whose report have been furnished to us by the management and our opinion in terms of sub section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of other auditors and the procedures performed by us as stated in the above paragraph.

Our Opinion on the Consolidated Ind AS 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 auditor and the financial statements/financial information certified by the management.

Report on other legal and regulatory requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and the other financial information of subsidiaries as noted in the Other Matter paragraph, we report, to the extent applicable that:

2.

b) 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 of the aforesaid Consolidated Financial Statements.

c) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

e) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

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

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company incorporated in India and the operating effectiveness of such controls of the Holding Company incorporated in India, refer to our separate Report in “Annexure A”.

h) 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.

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

i. The Consolidated Financial Statements has disclosed the impact of pending litigations on the consolidated financial position of the Group – Refer Note No. 2.32 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary Companies.

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

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

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

(b) As stated in Note:2.31 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act to the extent it applies to proposal of dividend.

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

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the Auditor's Reports on the financial statements of the Indian subsidiary as at and for the year ended March 31, 2026, included in the Consolidated Financial Statements of the Group, we have not reported any qualifications or adverse remarks.

For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896
UDIN: 26228896UDVVBE2726

Place: Coimbatore
Date: 25.05.2026

"Annexure – A" to the Independent Auditor's Report to the members of INDSIL HYDRO POWER AND MANGANESE LIMITED

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

In conjunction with our audit of the Consolidated Financial Statements of I**NDSIL HYDRO POWER AND MANGANESE LIMITED** ("the Holding Company"), as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Holding Company and its subsidiary companies incorporated in India considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Holding Company's and its subsidiary companies incorporated in India, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Ind AS 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 Holding Company and its subsidiary companies incorporated in India, internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements:

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

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS 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 unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial Statements.

Inherent Limitation of Internal Financial Controls With reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with 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 Holding Company incorporated in India, have in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to financial statements 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 **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896
UDIN: 26228896UDVVBE2726

Place: Coimbatore
Date: 25.05.2026

INDSIL

Consolidated Balance Sheet as at March 31, 2026

Sl. No	PARTICULARS	Note No.	As at 31.03.2026 ₹ in Lakhs	
I.	**ASSETS**			
1.	**Non Current Assets**			
	(a) Property, Plant and Equipment	2.01	4,899.36	
	(b) Capital Work-in-progress		55.19	
	(c) Other Intangible Assets		0.95	
	(d) Financial Assets			
	(i) Investments	2.02		
	a) Investment in subsidiaries		-	
	b) Other Investments		71.54	
	(ii) Other financial assets	2.03	711.58	
	(e) Deferred Tax Assets (Net)	2.04	660.45	
	(f) Other Non Current Assets	2.05	776.51	
				7,175.57
2	**Current Assets**			
	(a) Inventories	2.06	10,909.85	
	(b) Financial Assets			
	(i) Investments	2.07	3,157.12	
	(ii) Trade Receivables	2.08	244.79	
	(iii) Cash and Cash Equivalents	2.09	343.07	
	(iv) Bank Balances other than (iii) above		195.47	
	(v) Other financial assets	2.10	650.74	
	(c) Current Tax Assets (Net)	2.11	22.05	
	(d) Other Current Assets	2.12	4.43	
				15,527.52
	TOTAL ASSETS			**22,703.09**
	EQUITY AND LIABILITIES			
1.	**Equity**			
	(a) Equity Share Capital	2.13	2,779.11	
	(b) Other Equity	2.14	16,999.96	
				19,779.07
2.	**Non Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings		-	
	(ii) Trade Payables			
	(iii) Others			
	(b) Provisions	2.15	1,382.23	
	(c) Deferred Tax Liabilities (Net)			
	(d) Other Non Current Liabilities			
				1,382.23
3	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings		-	
	(ii) Trade Payables	2.16		
	a) Outstanding dues of micro and small enterprises			
	b) Outstanding dues other than (a) above		711.31	
	(iii) Other Financial Liabilities			
	(b) Other Current Liabilities	2.17	781.31	
	(c) Provisions	2.18	49.18	
				1,541.79
	TOTAL EQUITY AND LIABILITIES			**22,703.09**

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

INDSIL

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

Sl. No.	PARTICULARS	Note No.	YE 31.03.2026 ₹ in Lakhs	
	Income			
I	Revenue from operations	2.19	15,151.79	
II	Other Income	2.20	308.50	
III	**Total Income (I + II)**			**15,460.28**
IV	Expenses			
	Cost of Materials Consumed	2.21	8,886.01	
	Purchases of Stock in Trade			
	Changes in inventories of finished goods, work in progress	2.22	248.80	
	Employee benefits expense	2.23	1,418.37	
	Finance Costs	2.24	1.84	
	Depreciation and amortization expense	2.25	302.32	
	Other expense	2.26	3,081.81	
	Total Expenses			**13,939.14**
V	Profit before exceptional items and tax (III-IV)			1,521.14
VI	Exceptional Items			
VII	Profit before tax (V-VI)			1,521.14
VIII	**Tax expense:**	**2.27**		
	(1) Current tax		49.17	
	(2) Deferred tax		(27.75)	
				21.43
IX	Profit for the period from continuing operations (VII - VIII)			**1,499.71**
X	Profit/(Loss) from Discontinued Operations			
XI	Tax Expense of Discontinued Operations			
XII	Profit/(Loss) from Discontinued Operations after tax (X - XI)			-
XIII	Profit for the period (IX + XII)			1,499.71
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Profit or Loss			
	Remeasurement of the defined benefit plans			(17.59)
	Changes in fair value of FVOCI equity instruments			0.06
	(ii) Income tax relating to Items that will not be reclassifiedto Profit or Loss			(9.82)
	B (i) Items that will be reclassified to Profit or Loss			
	(ii) Income tax relating to Items that will be reclassified to Profit or Loss			
XV	Total Comprehensive Income for the period (XIII + XIV)			**1,472.37**
XVI	**Earnings per equity share:**	2.30		
	(1) Basic			5.40
	(2) Diluted			5.40

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

INDSIL

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2026

S.No.	PARTICULARS	Year ended 31.03.2026 (Audited) ₹ in Lakhs
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**	
	Net profit / (loss) before tax	1,521.14
	Adjustments for non-cash non-operating items	-
	Interest Income	(69.49)
	Income from MF	(110.00)
	Depreciation	302.32
	Profit/ Loss on sale of assets/Investments	(35.58)
	Interest & other financial charges	1.84
	Provision for gratuity and Encashment of earned leave	17.97
	Other Non - Cash Items	(143.21)
	OCI items (+) tax there on	(28.80)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**1,456.19**
	Adjustments for changes in	
	Current Assets:	
	Inventories	199.84
	Trade receivables	(128.88)
	Other current assets	(4.43)
	Current tax assets	(3.65)
	Current Liabilities:	
	Trade Payables	513.25
	Other current liabilities	(235.53)
	Current Provisions	(1,231.67)
	Cash generated from operations	**565.13**
	Adj: Income Tax	(49.17)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**515.96**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchase of Fixed Assets	(329.17)
	Investments made during the year (ST)	(1,508.26)
	Investments made during the year (LT)	36.36
	Interest received	179.49
	Profit/ Loss on sale of assets/Investments	35.58
	NET CASH FLOW FROM INVESTING ACTIVITIES (B)	**(1,586.01)**

INDSIL

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2026 (CONTD..)

S.No.	PARTICULARS	Year ended 31.03.2026 (Audited) ₹ in Lakhs
C.	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Issue of share capital (Towards PC on merger)	-
	Repayment of Long term borrowings	-
	Increase in Long term Borrowings	17.98
	Financial Charges & Interest	(1.84)
	Increase/(decrease) in Deferred Tax	(37.56)
	Increase/(decrease) in Short term loans and advances	(635.62)
	Increase/(decrease) in Long term loans and advances	1,782.96
	Increase/(decrease) in Other bank balances (non cash euivalents)	(15.24)
	NET CASH FLOW FROM FINANCING ACTIVITIES (C)	**1,110.68**
	NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**40.63**
	Cash and Cash Equivalents as on 01.04.2025 (Opening Balance)	**302.45**
	Cash and Cash Equivalents as on 31.03.2026 (Closing Balance)	**343.07**

Note :

i) Cash and cash equivalents included in the cash flow statement comprise the following Balance sheet figures:

₹ in lakhs

	31.03.2026
Cash in Hand and balance with Banks	343.07
Short term Investments in debt based liquid funds	-
(-) Short term borrowings	-
	343.07

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

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INDSIL

Consolidated of Changes in Equity for the Year ended 31st March 2026

A) Equity Share Capital

₹ in lakhs

For the year ended 31st March 2026

Balance as at 01st April 2025	Changes in equity share capital due to prior errors	Restated balance as at 01 April 2025	Changes in equity share capital during the year	Balance as at 31st March 2026
2,779.11	-	-	-	2,779.11

B) Other Equity

₹ in lakhs

Particulars	Reserves & Surplus			Capital Reserve	Capital Redemp-tion Reserve	OCI	Total
	Securities Premium Reserve	General Reserve	Retained Earnings				
Balance as at 01.04.2025	**1,910.66**	**2,302.60**	**10,888.20**	**(965.41)**	**1,500.00**	**45.99**	**15,682.04**
Profit for the period	-	-	1,499.71	-	-	-	1,361.36
Prior year Adjustments	-	-	(14.04)				(14.63)
Capital Redemption Reserve	-	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	(28.80)	(28.80)
Dividend paid	-	-	(138.96)	-	-	-	-
Balance as at 31.03.2026	**1,910.66**	**2,302.60**	**12,234.93**	**(965.41)**	**1,500.00**	**17.19**	**16,999.96**

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

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Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

Standalone Notes to Financial Statements

2.01 Property, Plant And Equipment And Capital Work-In-Progress

(₹ in lakhs)

Particulars	As at 31st March 2026
Carrying amounts of:	
Industrial Plot	542.98
Buildings	1,403.67
Plant and Equipment	2,711.40
Furniture and fixtures	2.95
Vehicles	92.76
Office Equipment	145.59
Total	**4,899.35**
Capital Work-in-progress	55.20
Intangible Assets	0.95
Total	**4,955.50**

Particulars	Freehold land	Buildings	Plant & equipment	Furniture & fixtures	Vehicles	office equipments	Total	Capital Work in progress	Intangible Assets	Grand Total
Cost or deemed cost										
Balance at 31st March 2025	**549.08**	**4,038.55**	**8,019.78**	**49.17**	**70.38**	**486.03**	**13,212.99**	**248.16**	**5.21**	**13,466.36**
Additions	-	-	432.50	0.25	94.29	1.20	528.25	209.75	-	738.00
Eliminated on disposals of assets	6.10	-	-	-		-	6.10	402.73	-	408.83
Balance at 31st March 2026	**542.98**	**4,038.55**	**8,452.28**	**49.42**	**164.67**	**487.23**	**13,735.14**	**55.19**	**5.21**	**13,795.53**
Accumulated depreciation and impairment										
Balance at 31st March 2025		**2,534.04**	**5,549.75**	**46.34**	**63.71**	**339.96**	**8,533.80**	**-**	**3.90**	**8,537.70**
Eliminated on disposals of assets			-	-		-	-		-	-
Depreciation Expense		100.83	191.11	0.13	8.21	1.70	301.97		0.35	302.32
Balance at 31st March 2026		**2,634.87**	**5,740.86**	**46.47**	**71.92**	**341.66**	**8,835.77**	**-**	**4.25**	**8,840.02**
Carrying Amount										
Balance at 31st March 2025	**549.08**	**1,504.50**	**2,470.01**	**2.83**	**6.67**	**146.08**	**4,679.17**	**248.17**	**1.30**	**4,928.64**
Additions	-	-	432.50	0.25	94.29	1.20	528.25	209.75	-	738.00
Eliminated on disposals of assets	6.10	-	-	-	-	-	6.10	402.73	-	408.83
Depreciation expense	-	100.83	191.11	0.13	8.21	1.70	301.97	-	0.35	302.32
Balance at 31st March 2026	**542.98**	**1,403.67**	**2,711.40**	**2.95**	**92.76**	**145.59**	**4,899.35**	**55.20**	**0.95**	**4,955.50**

Capital work in progress

Particulars	As at 31st March 2026 (₹ in Lakhs)
Opening CWIP at Cost	**248.16**
Additions during the year	209.75
moved to Fixed Assets during the year	402.73
Closing CWIP at Cost	**55.19**

Capital Work in progress (CWIP) ageing schedule

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	March 31, 2026 (₹ in Lakhs)
For FY 2025-26					
Projects in progess	55.19	-	-	-	55.19
Projects temporarily suspended	-	-	-	-	-

2.02 Non Current Investments

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	**Trade Investments - Quoted**	
	Investments carried at fair value through profit or loss:	
	Investments in Equity Instruments:	
a)	1865 Equity Shares of Rs.10/- each in KBL	4.16
b)	1800 Equity Shares of Rs.10/- each in United Nilgiri Tea	-
c)	3500 Equity Shares of Rs.10/- each in KSE Ltd	6.17
d)	360 Equity Shares of Rs.10/- each in RBL Bank	1.04
e)	9000 Equity Shares of Rs.10/- each in GATWAY LTD	4.54
f)	875 Equity Shares of Rs.1/- each in The Ramco Cements	-
g)	7400 Equity Shares of Rs.10/- in PTC India Ltcd	-
i)	1600 Equity Shares of Rs.2/- each in UPL Ltd.	-
j)	3050 units of Rs.136/- each in Indigrid Infrastructure Trust	5.04
k)	2510 units of Rs.100/- each in Knowledge Reality Trust	2.85
l)	651 units of Rs.485/- each in Mindspace Business Parks Trust	2.93
m)	1829 units of Rs.100/- each in Nexus Select Trust	2.76
n)	418.5 equity shares of Rs.100/- each in Nippon Life India AM Ltd	4.19
o)	5500 units of Rs.100/- each in Powergrid Infrastructure Investment Trust	4.96
p)	1145 Equity Shares of Rs.5/- each in RK Swamy Limited	0.79
q)	4565 Equity Shares of Rs.1/- each in TVS Supply Chain Solutions Ltd	4.16
r)	1471 units of Rs.323/- each in Brookfield India Real Estate Trust	4.74
s)	235 units of Rs.10/- each in Embassy Office Parks Real Estate Investment Trusts	0.98
		49.31
2	**Other Investments - Unquoted At Fair Value through Profit or Loss**	
	157 equity shares of Rs.10,000/- each in Malayalam Communications Ltd. (Revalued)	22.23
		22.23
	Total	**71.54**

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	i. Aggregate amount of quoted Investments	49.31
	ii. Aggregate Market Value of Quoted Investments	49.31
	iii. Aggregate amount of Unquoted Investments	22.23
	iv. Aggregate amount of impairment in value of investment	-

2.03 Non Current - Other Financial Assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	Unsecured considered good	
a)	**Other loans and advances**	
	- Electricity Charges recoverable	537.62
	- Rental Advances	19.60
	- Tax Payment Pending Adjustments	154.36
	Total	**711.58**

Note:

Electricity charges recoverable is the amount being a dispute on interpretation of computation in MD charges claimed by KSEB, paid by the Company under Protest during the period 2005 to 2015

2.04 Deferred Tax Assets (Net)

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	(i) Deferred Tax Assets (Net)	660.45
	Total	**660.45**

Note:

Movement of deferred tax expense during the year ended March 31, 2026 is given in Note No.2.29

2.05 Other Non Current Assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	- Security Deposits	776.51
	Total	**776.51**

2.06 Inventories

S.No.	Particulars	31.03.2026 (₹ in lakhs)
a	Raw Materials and components	
	1) MN Ore, Coke, Coal & Paste for Core Ferro Alloy Process	432.59
	2) Manganese Bearing Oxide (MBO) for MRP Process	8,295.60
		8,728.20
b	Finished goods	2,135.27
c	Stores and spares	46.38
	Total	**10,909.85**

2.07 Current Investments

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	Quoted	
	Investments carried at fair value through profit or loss	
	Investment in Mutual Funds	
1	286222 Units in Axis Arbitrage Fund - Regular - Growth	55.82
2	7495 Units in Axis Liquid Fund - Regular Growth	227.61
3	959333 Units in Axis Ultra Short Term Fund - Regular - Growth	147.15
4	174823 Units in HDFC Arbitrage Fund - WP	55.94
5	2804 Units in HDFC Liquid Fund - Growth	149.96
6	3980362 Units in HDFC Ultra Short Term Fund - Regular - Growth	629.28
7	156247 Units in ICICI Prudential Equity - Arbitrage Fund - Regular - Growth	55.99
8	70337 Units in ICICI Prudential Liquid Fund - Regular - Growth	283.78
9	582717 Units in ICICI Prudential Ultra Short Term Fund - Growth	168.72
10	143067 Units in Kotak Equity Arbitrage Fund - Regular - Growth	56.01
11	4548 Units in Kotak Liquid Fund - Regular - Growth	250.55
12	337028 Units in Kotak Savings Fund - Regular - Growth	150.88
13	45824 Aditya Birla Sunlife Liquid Fund Regular Growth	201.31
14	3513 Units Axis Treasury Advantage Fund Regular Growth	113.46
15	93453 Units HDFC Low Duration Fund Regular Growth	56.22
16	14787 Units ICICI Prudential Savings Fund - Growth	84.14
17	3937 Units Bandhan Liquid Fund Regular- Growth	129.56
18	1912 Units Kotak Low Duration Fund Standard Growth	66.55
19	209828 Units Kotak International REIT Overseas Equity Omni FOF Growth	22.78
20	43499 Units Kotak Global Emerging Market Overseas Equity Omni OF Growth	14.02
21	1524 Units LFIG-Nippon India Liquid Fund Growth	101.40
22	725 Units MONG- Tata Liquid Fund Regular Growth	31.14
23	Cholamandalam Securities Limited	8.89
	Total	**3,061.16**
	Investment in Bonds	
1	BONDS-CAPRI GLOBAL CAPITAL LTD-2028 (1000 NCDs of Rs.1,000/- each)	10.00
2	BONDS_BELSTAR MICROFINANCE LTD-2027 (10 NCDs of Rs.1,00,000/- each)	10.00
3	BONDS_NAVI FINSERV DEC 2027 (60 NCDs of Rs.10,000/- each)	6.00
4	BOND_MAS FINANCIAL SERVICES LTD-2027 (25 NCDs of Rs.1,00,000/- each)	10.00
5	BOND_MUTHOOT FINCORP LTD DEC 2030 (90 NCDs of Rs. 10,000 each)	9.00
6	BOND_TELANGANA STATE INDUS.INFR.CORP.LTD-2027 (25 NCDs of Rs.1,00,000/- each)	23.80
7	BOND_THE ANDHRA PRADESH MIN.DEV.CORP.LTD-2027 (10 NCDs of Rs.1,00,000/- each)	10.00
8	BOND_THE ANDHRA PRADESH MIN.DEV.CORP.LTD-2028 (10 NCDs of Rs.1,00,000/- each)	11.96
9	NCDs-IIFL FINANCE LIMITED MAR 2028 (520 NCDs of Rs.1,000 each)	5.20
		3,157.12

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	i. Aggregate amount of quoted Investments	3,157.12
	ii. Aggregate Market Value of Quoted Investments	3,157.12
	iii. Aggregate amount of Unquoted Investments	-
	iv. Aggregate amount of impairment in value of investment	-

2.08 Trade Receivables

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Undisputed - considered good	244.79
2	Undisputed - considered doubtful	-
3	Disputed - considered good	-
4	Disputed - considered doubtful	-
		244.79
	Allowance for expected credit losses	-
	Total Total (A+B)	**244.79**

Trade Receivables Ageing schedule

Sr. No	Particulars	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 years	31.03.2026 (₹ in lakhs)
	For FY 25-26						
1	Undisputed Trade receivables - considered good	244.79	-	-	-	-	244.79
2	Undisputed Trade receivable - considered doubtful	-	-	-	-	-	-
3	Disputed Trade receivables - considered good	-	-	-	-	-	-
4	Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
	Total	**244.79**	**-**	**-**	**-**	**-**	**244.79**

2.09 Cash and Cash Equivalents

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Cash and Cash Equivalents	
	a) Balance with Banks	
	- In Current Accounts	189.26
	b) Cash on hand	3.81
	c) Fixed Deposits maturing within 3 months	150.00
		343.07
2	Bank Balances other than above	
	a) Margin money	41.46
	b) Fixed Depsits maturing with in 3-12 months	152.60
	c) Unclaimed Dividend	1.41
		195.47
	Total	**538.54**

2.10 Current - Other financial assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	**Others**	
	Balance With Government Authorities	-
	- Advance to suppliers	539.82
	- Advance to employees	11.56
	- Fixed Depsits maturing more than 12 months	93.70
	- Other Loan or Advances	5.66
	Total	**650.74**

2.11 Current Tax Assets (Net)

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	TDS Receivable	22.05
	Total	**22.05**

2.12 Other Current Assets

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Incentives receivable	4.43
	Total	**4.43**

2.13 SHARE CAPITAL

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	**AUTHORIZED**	
	3,43,00,000 Equity shares of ₹ 10/- Each	3,430.00
	2,00,00,000 Redeemable Preference Shares of ₹ 10/- each	2,000.00
		5,430.00
2	**ISSUED SUBSCRIBED AND FULLY PAID UP**	
	2,77,91,122 Equity shares of ₹ 10/- each	2,779.11
	Total	**2,779.11**

The reconciliation of the number of equity shares outstanding is set out below:

Particulars	31.03.2026	
	Number	Value (₹)
Equity Shares at the beginning of the year	2,77,91,122	2,779.11
Changes during the year	-	-
Equity Shares at the end of the year	2,77,91,122	2,779.11

i) Rights, preferences & restrictions in respect of each class of shares

The Company's authorised share capital consists of two classes of shares, referred to as Equity Shares and Preference Shares, having par value of ₹10/- each respectively

Each holder of Equity Share is entitled to one vote per share. The preferential shareholders have preferential right over equity shareholders in respect of repayment of capital and payment of dividend

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The distribution will be in proporation to the number of equity shares helf by the shareholders

The company has one class of share viz viz. equity shares of Rs.10/- per share.

ii) Details of Shareholder's holding more than 5% of shares

S. No.	Name of the Shareholder	31.03.2026	
		No. of Shares held	% of Holding
1	Sunmet Holdings India Private Limited	138,80,647	49.95%
2	Crosimn Agencies Private Limited	15,79,906	5.68%
	TOTAL	154,60,553	55.63%

iii) Details of Shareholding of promoters:

S. No	Name of Shareholder	31.03.2026	
		No. of Shares held	% of Holding
1	Sunmet Holdings India Private Limited	138,80,647	49.95%
2	Crosimn Agencies Private Limited	15,79,906	5.68%
3	S N Varadarajan	11,01,110	3.96%
4	D Pushpa Varadarajan	5,30,698	1.91%
5	Jayashree Vinod	1,83,630	0.66%
6	Vinod Narsiman	1,74,322	0.63%
7	Rudra Narsiman	2,718	0.01%
8	Vishwaa Narsiman	2,718	0.01%
		174,55,749	62.81%

iv) Pursuant to the approval of the Board of Directors of the Company, the Company redeemed 1,50,00,000 8% Cumulative Redeembable Preference Shares of Rs. 10/- each on 24th May 2024.

2.14 OTHER EQUITY

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	**Securities Premium**	
	Balance at the beginning of the year	1,910.66
	Additions/ (deductions) during the year	-
	Balance at the end of the year	**1,910.66**
2	**General Reserves**	
	Balance at the beginning of the year	2,302.60
	Additions/ (deductions) during the year	-
	Balance at the end of the year	**2,302.60**
3	**Capital redemption Reserve**	
	Balance at the beginning of the year	1,500.00
	Additions/ (deductions) during the year	-
	Balance at the end of the year	**1,500.00**
4	**Retained earnings**	
	Balance at the beginning of the year	10,888.20
	(+) Profit/(Loss) for the current year	1,499.71
	(-) Prior year Adjustments	(14.04)
	(-) Capital Redemption Reserve	-
	(-) Dividend paid on equity shares	(138.96)
	Balance at the end of the year	**12,234.93**
5	Capital Reserve on Business Combination - IEEC	(703.27)
6	Capital Reserve on Business Combination- SMS	(262.14)
7	**Other Comprehensive Income**	
	Remeasurement of the defined benefit plans	
	Balance at the beginning of the year	23.89
	OCI for Current Year	(17.59)
	Total Comprehensive Income	6.30
	FVOCI equity instruments	-
	Balance at the beginning of the year	27.51
	OCI for Current Year	(21.03)
	Total Comprehensive Income	6.48
	Other items of OCI	-
	Balance at the beginning of the year	(5.41)
	OCI for Current Year	9.82
	Total Comprehensive Income	**4.40**
	Total of Other Comprehensive Income	**17.18**
	Closing Balance	**16,999.96**

Nature and Purpose of Reserves

Securities Premium

Securities Premium is used to record the premium on issue of equity shares. The reserve can be utilised only for limited purpose such as issuance of bonus shares inaccordance with provisions of the Companies Act, 2013. During the year, the reserve has been utilised amount is NIL.

General Reserves

General reserve is created by the Company by appropriating the balance of Retained Earnings. It is a free reserve which can be used for meeting future contingencies, creating workings capital for business operations, strengthening the financial position of the Company.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. (Refer statement of changes in equity).

Capital Reserve on Business Combination

Capital Reserve on Business Combination due to merger of Indsil Energy and Electrochemicals Pvt Ltd and Sree Mahalakshmi Smelters Pvt Ltd.

Capital Redemption Reserve

The Company created the Capital Redemption Reserve by redeeming preference shares out of retained earnings, in accordance with applicable legal provisions. The amount equivalent to the nominal value of the shares redeemed have been transferred to the capital redemption reserve, and such reserve can be utilised only for issue of bonus shares to the members of the company and is not available for distribution of dividends.

2.15 Non Current Liabilities - Provisions

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Provision for Gratuity (Refer Note No.2.33)	272.74
2	Provision for Electricity demands	1,109.49
	Total	**1,382.23**

Information about Provision for Electricity demands

In the past, the Kerala State Electricity Board has raised certain demands on the Company relating to payment of electricity charges and other charges on account of working of the hydro electric power division of the Company. These charges were more than that warranted for, when specifically considering the working agreement between the Company and KSEB for operation of the hydro electric power plant. These demands remain in dispute and have been challenged by the Company in various forums including the Hon'ble High Court of Kerala.Such matters remain sub - judice and in some cases, where necessary, pending judgement, adequate provisions have been made.The Company is confident of positive redressal by the appropriate forums where no provisions has been made and in cases where the Company has deposited sums/advances, pending judgements, it is expected that those sums would be refunded.

2.16 Current Finance Liabilities - Trade Payables

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Outstanding dues of micro and small enterprises	-
2	Outstanding dues other than (1) above	711.31
	Total	**711.31**

Micro Enterprises and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

S. No	Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	31.03.2026 (₹ in Lakhs)
	For FY 25-26					
1	MSME	-	-	-	-	-
2	Others	711.31	-	-	-	711.31
3	Disputed Dues - MSME	-	-	-	-	-
4	Disputed Dues - Others	-	-	-	-	-
	Total	**711.31**	**-**	**-**	**-**	**711.31**

2.17 Other Current Liabilities

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Unclaimed Dividends *	2.29
2	Accrued Employee benefits	86.93
3	Statutory liabilities	25.28
4	Advance from Customers	191.39
5	Other Payables	475.40
	Total	**781.30**

* There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

2.18 Short term Provisions

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Provision for Income Tax (Net)	49.17
	Total	**49.17**

2.19 REVENUE FROM OPERATIONS

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Sale of Products:	
	- Smelter	14,963.75
	- Power	2,476.74
		17,440.49
2	Interdivisional Sale of Power	(2,290.12)
3	**Other Operating Income**	
	Export Incentives	1.43
		15,151.79
4	**Detail of Revenue from operations**	
	Silico Manganese & Manganese Ore	15,150.36
	Export Incentives	1.43
	Total	**15,151.79**

2.20 Other Income

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Interest Income	69.49
2	Profit on Sale of Assets/Investments	35.58
3	Scrap & Waste sales	80.44
4	Rental Income	-
5	Income from MF	116.50
6	Miscellaneous Income	6.50
	Total	**308.50**

2.21 Cost of Materials Consumed

S.No.	Particulars	31.03.2026 (₹ in lakhs)
a)	**Consumption of Raw Materials**	
1	Manganese Ore	6,631.42
2	Carbon reducers	1,840.96
3	Quartz	62.84
4	Carbon Paste	312.84
5	Others	37.94
	Total	**8,886.01**

2.22 Changes in inventories of finished goods, work in progress and Stock-in- trade

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Finished Goods: Opening Stock	2,384.07
	Less: Closing Stock	(2,135.27)
		248.80
2	Hydro Banked Units : Opening Stock	-
	Less: Closing Stock	-
		-
	Total	**248.80**

2.23 Employee benefits expense

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Salaries and wages	1,289.54
2	Contribution to provident Fund & other Funds	46.77
3	Provision for Gratuity & Earned Leave Encashment	39.84
4	Staff welfare expenses	42.21
	Total	**1,418.37**

2.24 Finance Costs

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Interest expense	1.49
2	Other Borrowing Costs	0.35
	Total	**1.84**

2.25 Depreciation and amortization expense

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Depreciation and amortization expense	302.32
	Total	**302.32**

2.26 Other expense

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Power & Fuel (Net)	2,247.30
2	Packing, Freight & Forwarding	283.51
3	Communication Expenses	11.43
4	Travelling Expenses	23.40
5	**Repairs & Maintanance :**	
	Plant & Machinery	156.23
	Buildings & Others	38.35
6	Insurance Expenses	43.46
7	Legal Expenses	7.67
8	Professional Charges	80.29
9	Security service charges	49.33
10	Printing and Stationery	3.02

S.No.	Particulars	31.03.2026 (₹ in lakhs)
11	Auditors Remuneration	
	For Audit	5.50
12	Rent	5.25
13	Rates & Taxes	14.24
14	Subscription	3.91
15	Donation*	24.87
16	Sales Commission & Discount	17.72
17	Exchange Fluctuation (Net)	(0.08)
18	Miscellaneous Expenses	66.42
	Total	**3,081.81**

*Donations include political contribution of ₹3.75 lakhs for FY 2025-26.

Payments to the Auditors (Excluding taxes)

Particulars	31.03.2026 (₹ in Lakhs)
As Auditor - Statutory Audit and Limited Reviews	5.50
For Certification and other matters	2.00
For reimbursement of expenses	-
	7.50

2.27 Tax Expenses - Current tax

S.No.	Particulars	31.03.2026 (₹ in lakhs)
	Current tax	
1	Current tax on profits for the year	49.17
	Deferred tax	
1	Deferred tax adjustments	(27.75)
	Total	**21.43**

The Income tax expenses for the year can be reconcilied to the accounting profit as follows - Ind AS12

S. No	Particulars	31.03.2026 (₹ in lakhs)
1	Profit before tax from continuing operations	1,521.14
2	Income tax expenses	49.17
	Total Income tax expenses	**49.17**

2.28 Changes in Income Tax Rate

For the purpose of calculating the tax expenses from the Financial year 2020-21 the Company has considered the tax rate prescribed under the section 115BAA of the Income Tax Act, 1961. i.e., effective rate of 25.17%.

Income tax recongnised in other comprehensive Income

Remeasurement of defined benefit obligation	(17.53)
Income tax recognised in other comprehensive Income	(9.82)
	(27.35)

2.29 Movement of deferred tax expense during the year ended March 31,2026

Deferred tax (liabilities)/assets in relation to:	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing Balance
Property, plant and equipment and Intangible Assets	534.40	35.52	-	569.92
Expenses allowable on payment basis under the Income Tax Act	88.49	(7.78)	(9.82)	90.53
Other temporary differences	-	-	-	-
Lease Liability	-	-	-	-
	622.89	**27.74**	**(9.82)**	**660.45**

2.30 EARNING PER EQUITY SHARE

S.No.	Particulars	31.03.2026 (₹ in lakhs)
1	Net Profit after Tax	1,499.71
2	Weighted average number of equity shares	2,77,91,122
	(Face Value of ₹ 10 each)	
3	Basic EPS (₹)	5.40
4	Diluted EPS (₹)	5.40

2.31 Dividend

The Board of Directors have recommended a final dividend of 6% (Rs.0.60 per share) on the fully paid equity shares of the face value of Rs.10 each for the financial year 2025-26. This dividend is subject to the approval of shareholders at the ensuing Annual General Meeting and has not been included as a liability in these financial statements. The total estimated equity devidend payable is Rs.167 Lakhs.

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary

NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2026

1. Company Overview

Indsil Hydro Power and Manganese Ltd (" the Company") is engaged in manufacturing Low/Medium/High Carbon Silico Manganese - Key ingredients used in Steel and Stainless steel Industry. Headquarter in Coimbatore (India), Indsil has LCSM Smelters in India intergrated with Captive hydel power Plant.

The Company is a Public Limited Company and listed on the BSE Limited

Significant accounting policies

2.1 Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS ') prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended)

2.2 Basis of preparation

(i) Historical Cost Convention

These financial statements have been prepared on the historical cost basis except for certain financial instruments and defined benefit plans that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(ii) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In measuring fair value of an asset or liability, the Company takes into account those characteristics of the assets or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are obser vable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Functional and presentational currency

These financial statements are presented in Indian Rupee (INR) which is also the functional currency.

(iv) Rounding off amounts

All amounts disclosed in the financial statements have been rounded off to the nearest rupees in Lakhs, as per the requirements of Schedule III of the Act, unless otherwise stated.

(v) Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estim ates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

In particular, following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in standalone financial statements:

a. Assessment of useful life of property, plant and equipment and intangible asset – refer below note 2.5.

b. Recognition and estimation of tax expense including deferred tax – refer note 2.27

c. Estimation of obligations relating to employee benefits: key actuarial assumptions – refer note 2.33

d. Fair value measurement refer above note 2.2 (ii)

e. Recognition and measurement of provision and contingency – refer note 2.32

f. Estimated impairment of financials Assets-refer note.2.01

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The Company has deemed its operating cycle as twelve months for the purpose of current/non- current classification.

2.4 Revenue recognition

Revenue is measured at the fair value of consideration received or receivable.

a) The Company recognizes revenue from sale of goods when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when it no longer retains control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Sale of goods is recognised net of taxes collected on behalf of third parties.

   The performance obligation in case of sale of goods is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

b) Inter unit transfers are adjusted against respective expenses.

c) 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 proportion basis, by reference to the principal outstanding and the effective interest rate ('EIR') applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

d) Dividend income from investments in equity shares and mutual funds is recognised when the right to receive the dividend is established.

e) Export Incentives are recognised as per schemes specified in foreign Trade Policy, as amended from time to time, on accrual basis in the year when right to receive as per terms of the scheme is established and are accounted to the extent there in no uncertainty about its ultimate collection.

f) Insurance Claim is accrued in the year when the right to receive is established and is recognised to the extent there is no uncertainty about its ultimate collection.

2.5 Property, Plant and Equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the cost of acquisition of the asset. Cost includes related taxes, duties, freight, insurance etc., attributable to acquisition and installation of assets and borrowing cost incurred up to the date of commencing operations, but excludes duties and taxes that are recoverable from taxing authorities.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

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 the profit or loss.

Upon transition to Ind AS, the Company has decided to continue with the carrying value of all its property, plant and equipment recognised as at 1st April 2016 measures as per the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

The Company has adopted the useful life as specified in Schedule II to the Act, except for certain assets for which the useful life has been estimated based on the Company's past experiences in this regard, duly supported by technical advice. Accordingly, the useful lives of tangible assets of the Company which are different from the useful lives as specified by Schedule II are given below:

Buildings	-	30 Yrs
Plant & Machineries	-	20 Yrs
Furniture & Fittings	-	10 Yrs
Vehicles	-	8 Yrs
Office Equipments	-	5 Yrs
Computers & Electronic Devices	-	3 Yrs

Refer Note 2.01 for detailed classification of the Company's assets under various heads.

2.6 Intangible Assets

Intangible assets are recognised when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured.

Intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives, if any other method which reflects the pattern in which the asset's future economic benefits are expected to be consumed by the entity cannot be determined reliably. 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.

For transition to Ind AS, the Company had elected to continue with the carrying value of all its intangible assets recognised as at the transition date, measured as per the previously applicable Indian GAAP and used that carrying value as its deemed cost as at the transition date.

2.7 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

2.8 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost of inventories is determined on the 'weighted average' basis and comprises expenditure incurred in the normal course of business for bringing such inventories to their present location and condition and includes, wherever applicable, appropriate overheads.

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

2.9 Financial Instruments

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

Financial Assets

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement of financial assets are dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (FVTPL)

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash, that are subject to an insignificant risk of change in value with a maturity within three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 - “Financial Instruments”. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables

A payable is classified as ‘trade payable’ if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year, which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

Financial guarantee contracts

Financial guarantees issued by the Company are those guarantees that require a payment to be made to reimburse the holder of the guarantee for a loss incurred by the holder because the specified debtor fails to make a payment, when due, to the holder in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the

consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

2.10 Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated as hedging instrument.

2.11 Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

2.12 Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to control the use of the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company has applied Ind AS 116 from 1st April, 2019 onwards using the modified retrospective approach.

a) Arrangements where the Company is the lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use

assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments.

For short-term and low value leases are classified as operating leases. Payments made under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

b) Arrangements where the Company is the lessor

Rental income from operating leases is generally recognised on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.13 Foreign currency transactions and translations

Transactions in foreign currencies are translated to the functional currency of the Company (i.e. INR) at exchange rates at the dates of the transactions. Monetar y assets and liabilities denominated in foreign currencies at the reporting date, except for those derivative balances that are within the scope of Ind AS 109 – "Financial Instruments", are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are recognised in the Statement of Profit and Loss.

Foreign exchang e dif ferences re g ard e d as an adjustment to interest costs are recognised in the Statement of Profit and Loss. Realised or unrealised gain in respect of the settlement or translation of borrowing is recognised as an adjustment to interest cost to the extent of the loss previously recognised as an adjustment to interest cost.

2.14 Employee benefits

a) Employee benefits in the form of Provident Fund, Pension Fund, Superannuation Fund and Employees State Insurance are defined contribution plans. The Company recognizes contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, the excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

b) Gratuity liability is defined benefit plans. The cost of providing benefits under the defined benefit plans is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurements of the net defined benefit liability/asset comprise:

   i) actuarial gains and losses;

   ii) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability/asset; and

   iii) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability/asset.

   Remeasurements of net defined benefit liability/asset are charged or credited to other comprehensive income.

c) Compensated absences is other long term employee benefit. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

2.15 Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from 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.

2.16 Provisions, Contingent Liabilities and Contingent

Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is disclosed when:

(a) 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 Company; or

(b) a present obligation that arises from past events but is not recognized because:

  (i) it is not probable that an out flow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, when there is a possible asset 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 Company.

Contingent liabilities and assets are not recognized but are disclosed in notes.

2.17 Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Grant related to expenses are deducted in reporting the related expense.

2.18 Non-current assets (or disposal groups) classified as held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii)

the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs of disposal. Non-current assets held for sale are not depreciated or amortised.

2.19 Earning Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The Weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, buy back of shares, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

2.20 Recent Accounting Pronouncements

The Ministry of Corporate Affairs (MCA) in consultation with National Financial Reporting Authority (NFRA) vide its notification dated 23 March 2022, has made certain amendments in Companies (Indian Accounting Standard Rules), 2015. Such amendments shall come into force with effect from 1 April 2022, but do not have a material impact on the financial statements of the Company.

(i) Ind AS 103: Business combination

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

This Company does not expect the amendment to have any significant impact in it 's Financial Statements.

(ii) Ind AS 37: Provisions, Contingent Liabilities, and Contingent Assets

The amendments specif y that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract '. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts.

Since Company's current practice is in line with the clarifications issued, there may not be material effect on the financial statements of the Company.

(iii) Ind AS 109: Financial Instruments

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. Since Company current practice is in line with the clarifications issued, there may not be material effect on the financial statements of the Company.

(iv) Ind AS 16: Property, Plant and Equipment

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact on the financial statements.

Notes to the Consolidated Financial Statements for the year ended March 31, 2026

II. OTHER NOTES ON ACCOUNTS

2.32 CONTINGENT LIABILITIES

a) There was a contingent liability amounting to Rs.6209 Lakhs relating to a levy of electricity duty on the Company's erstwhile Thermal Power Plant situated at Raipur, Chattisgarh State. While the Company has obtained a stay from the High Court of Chattisgarh against recovery of dues, the Company in the meanwhile settled the entire princpal amount to the Government of Chattisgarh to the tune of Rs.957 lakhs which was paid in FY 2024-25. According to the policies of Government of Chattisgarh, the Company is eligible for exemption from interest payment and the Company has applied for the same and is awaiting orders.

b) There is due's relating to Custom Duty Rs.158 Lakhs on import of Manganese Ore for the year 2011-12

Financial risk management

Financial risk factors

The Company 's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company's principal financial assets include loans and advances, investment in equity instruments and mutual funds, trade receivables and cash and bank balances that arise directly from its operations. The Company also enters into derivative transactions to hedge foreign currency and interest rate risks and not for speculative purposes. The Company is exposed to market risk, credit risk and liquidity risk and the Company's senior management oversees the management of these risks.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

Currency risk

Foreign currency risk is the risk that fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to a foreign exchange risk. For mitigating exposure to foreign exchange risk, the Company adopts a policy of selective hedging based on the risk perception of the management. The Company has entered into foreign currency forward contracts and cross currency swap contracts.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. Any changes in the interest rates environment may impact future cost of borrowings. To manage this, the Company has entered into interest rate swap contracts, in which it agrees to exchange, at specific intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed upon principal amount.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letters of credit and working capital limits.

2.33 DISCLOSURE ON "EMPLOYEE BENEFITS" AS PER IND AS 19:

Defined Benefit Plan:

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employee last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service

The following tables sets out the details of amount recognised in the financials statements in respect of employee benefit schemes:

Particulars	As at 31.03.2026 ₹ in lakhs Gratuity
Present value of obligations at the beginning of the year	254.76
Business Combination	-
Current service cost	9.23
Interest cost	15.58
Re-Measurement (Gains) Losses:	
Actuarial gains and losses arising from change in Demographic assumption	-
Actuarial gains and losses arising from change in financial assumption	17.59
Actuarial gains and losses arising from experience adjustment	-
Benefits paid	(39.45)
Present Value of obligations at the end of the year	**257.71**
Changes in the fair value of planned assets	-
Fair Value of plan assets at beginning of the year	-
Interest Income	-
Return on plan assets	-
Contributions from the employer	-
Benefits paid	-
Fair Value of plan assets at end of the year	-
Amount recognised in the Balance Sheet	-
Projected benefit obligation at the end of the year	**257.71**
Fair value of plan assets at the end of the year	-
Funded status of the plans - Liability recognised in the balance sheet	257.71
Components of defined benefit cost recognised in the profit or loss/Other comprehensive Income	-
Comprehensive Income	-
Current service cost	9.23
Net Interest Expenses	**15.58**
Components of defined benefit cost recognised in other comprehensive Income	-
Comprehensive Income	-
Re-Measurement on the net defined benefit liability:	-
Actuarial gains and losses arising from change in financial assumption	17.59
Actuarial gains and losses arising from experience adjustment	-
Return on plan assets	-
Net cost in other Comprehensive Income	(6.30)

2.34 SEGMENT REPORT

Primary Segments (Business Segments)	As at 31.03.2026 ₹ in lakhs
1. Segment Revenue	
a. Smelter	15,460.28
b. Power	2,476.74
	17,937.02
Less : Intersegment Revenue	2,476.74
Net Revenue	**15,460.28**
2. Segment Results	
(Profit / Loss before Financial charges & Tax)	
a. Smelter	(756.12)
b. Power	2,279.10
	1,522.98
Add / Less : Unallocable Income/Expenses	
Operating Profit	1,522.98
Less : Financial Charges	1.84
Total Profit / (Loss) before Tax and extraordinary items	**1,521.14**
3. Capital Employed	
(Segment Assets - Segment Liabilities)	
a.Smelter	20,079.15
b.Power	1,082.14
	21,161.30

2.35 RELATED PARTY DISCLOSURES

a) Other Related Entity	Sunmet Holdings India Private.Ltd , Vira Holdings LLP
b) Wholly Owned Subsidiary	Indsil Infrastructure Limited
c) Key Management Personnel	Sri. Vinod Narsiman - Whole Time Director Sri. K. Ramakrishnan - Whole Time Director (Till 4th October 2025) Sri.R.Muthiah-Chief Financial Officer (w.e.f.28th May 2025) Sri S.Varadarajan - Director (Till 4th October 2025) Mrs. Anu Murali - Non Executive Independent Director (w.e.f. 4th October 2025) Mrs. V.Gayatri - Non Executive Independent Director Mrs.T.Kalaivani - Non Executive Independent Director Mr.R.Narasimhan - Non Executive Independent Director Sri. Vishwaa Narsiman - Non Executive Non Independent Director (w.e.f.4th October 2025) Sri. Rudra Narsiman- Non Executive Non Independent Director (w.e.f. 4th October 2025) Sri.S.Thangaraj - Whole Time Director (w.e.f.4th October 2025) Sri. U.Kalidoss - Company Seretary
d) Relatives of Key Management Personnel	Sri. S.N.Varadarajan (Father of Sri Vinod Narsiman) Smt. D.Pushpa Varadarajan (Mother of Sri Vinod Narsiman) Smt. Jayashree Vinod (Wife of Sri Vinod Narsiman)

Particulars	Wholly Owned Subsidiary ₹ in lakhs	Joint Venture ₹ in lakhs	Other Related Entity ₹ in lakhs	Key Management Personnel ₹ in lakhs	Relatives of Key Management Personnel ₹ in lakhs
Current Year - (31.03.2026)					
Rent paid	-	-	27.45	-	-
Directors' Sitting Fees	-	-	-	-	-
Directors' Fees	-	-	-	4.44	-
Managerial Remuneration	-	-	-	34.78	-
Commission	-	-	-	46.38	-
Balances outstanding	**-**	**-**	**(2.49)**	**(65.19)**	**(92.46)**

2.36	WHOLE TIME DIRECTOR - SRI VINOD NARSIMAN'S REMUNERATION	As at 31.03.2026 ₹ in lakhs
	Salary	6.00
	Commission	46.38
	Perquisites	-
		52.38

2.37	WHOLE TIME DIRECTOR - SRI S. THANGARAJ'SREMUNERATION	As at 31.03.2026 ₹ in lakhs
	Salary	3.00
	Perquisites	-
		3.00

2.38	WHOLE TIME DIRECTOR - SRI K. RAMAKRISHNAN'S REMUNERATION	As at 31.03.2026 ₹ in lakhs
	Salary	1.47
	Perquisites	0.18
		1.65

2.39 The Company has entered into operating lease, having a lease period ranging from 1-5 years, with an option to renew the lease. The future minimum lease payments are as follows:

₹ in lakhs

Particulars	31.03.2026
not later than one year	28.89
later than one year and not later than five years	167.61

2.40 Disclosure of ratios as per Schedule III of the Companies Act, 2013

Sr. No	Ratio	Numerator	Denominator	FY 2025-26 Ratio	Units
1	Current Ratio	Current Assets	Current Liabilities	10.07	Times
2	Debt - Equity Ratio	Total Debt (Including lease liabilities	Shareholders Equity	NA	Times
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	Times
4	Return on Equity Ratio	Net Profit after Taxes-Preference dividend	Average Shareholder's equity	5.40	Percent
5	Inventory Turnover Ratio	Sales of Goods	Average Inventory	1.39	Times
6	Trade Receivables turnover Ratio	Credit Sales	Average Trade Receivables	5.90	Times
7	Trade Payables turnover Ratio	Credit Purchase	Average Trade Payables	17.14	Times
8	Net Capital turnover Ratio	Net Sales	Working Capital	-	Times
9	Net Profit Ratio	Net Profit after Taxes	Net Sales	0.10	Percent
10	Turnover on Capital Employed	Earnings before interest & Tax	Capital Employed	0.07	Percent
11	Return on Inverstment	Income generated from investments	Time weighted average investments	NA	Percent

Note: Since the Wholly Owned Subsidiary was incorporated during the financial year 2025-26, presentation of comparative ratios for the previous year, percentage of variance and reasons for variance does not arise.

2.41 Other Statutory Information:

(i) The Group does not have Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

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

(iii) 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, survey or any other relevant provisions of the Income Tax Act, 1961.

(iv) The Group has not provided any guarantee or security / granted loans and advances in nature of loans, secured or unsecured to Companies, firms, LLP or Other Parties.

(v) This being the first financial year after incorporation of the Wholly Owned Subsidiary, presentation of the consolidated figures for the comparative period does not arise.

The MCA vide notification dated 24th March, 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures. Amendments are applicable from 1st April, 2021. The Group has incorporated the changes as per the said amendment in the financial statements and has also changed comparative numbers wherever it is applicable.

As per our report of even date
For **DIVYA K.R. AND ASSOCIATES**
Chartered Accountants
Firm Registration No: 027280S

DIVYA K.R.
Proprietor
Membership No : 228896

Place : Coimbatore
Date : 25.05.2026

For and on Behalf of the Board

VINOD NARSIMAN
Whole-time Director
DIN : 00035746

SUBBIA THANGARAJ
Whole-time Director
DIN: 06459324

R.MUTHIAH
Chief Financial Officer

U.KALIDOSS
Company Secretary