GITA RENEWABLE ENERGY LIMITED
Registered Office : Survey No. 180 & 181, OPG Nagar, Periya Obulapuram Village, Near Nagaraja Kandigai, Madharpakkam Road, Gummidipoondi - 601 201, Thiruvallur District, Tamil Nadu. Telefax : 044 27991450
E-mail : investor@gitarenewable.com
CIN : L40108TN2010PLC074394
Website : www.gitarenewable.com

01.09.2026

To,
The Manager – Listing,
BSE Limited,
1st Floor, New Trading
Ring, Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai - 400001

Ref: Scrip Code 539013 **Scrip ID: GITARENEW**

Dear Sir/Madam,

Sub: Disclosure under Regulations 30 & 34 of SEBI (*Listing Obligations & Disclosure Requirements*) Regulations 2015 and other applicable regulations – Intimation of Notice of 16th Annual General Meeting, Annual Report 2025-26 and Book Closure.

This is to inform you that the 16th Annual General Meeting of the Company will be held on Friday, 25th September, 2026 through Video Conferencing (VC) / Other Audio - Visual Means (OAVM), at 04:00 PM to transact the businesses as set out in the Notice, pursuant to the relevant circulars issued in this regard by the Ministry of Corporate Affairs and under SEBI (*Listing Obligations & Disclosure Requirements*) Regulations, 2015 ("*Listing Regulations*") as per the details given below:

1. Day/Date/Time	Friday, 25th September, 2026 at 04:00 P.M.
2. Mode	Through Video Conferencing (VC) / Other Audio-Visual means (OAVM)
3. Book Closure	Saturday, 19th September, 2026 to Friday, 25th September, 2026 (*both days inclusive*)
4. Cut-off	Friday, 18th September, 2026
5. Remote e-voting	Tuesday, 22nd September, 2026 at 09.00 A.M. and ends on Thursday, 24th September, 2026 at 05:00 P.M.

Pursuant to Regulations 30 and 34 of the Listing Regulations, please find enclosed herewith Annual Report for the financial year 2025-26 and the Notice convening 16th AGM of the Company.

The aforesaid documents are available on the corporate website of the Company at www.gitarenewable.com and are being dispatched electronically to shareholders, whose email addresses are registered with the Company and Depositories.

Further, pursuant to Regulation 36(1)(b), the Company has initiated sending physical letters providing the weblink to access the Annual Report to the shareholders whose e-mail ids are not registered with the Company/Depositories/RTA.

This is for your information and record.

Yours faithfully,
For **Gita Renewable Energy Limited**
SANTHANA MAGESH
Digitally signed by SANTHANA MAGESH
Date: 2026.09.01 16:43:03 +05'30'

Santhana Magesh
Company Secretary and Compliance Officer
Encl: as above

16TH ANNUAL REPORT
2025 – 2026

GITA RENEWABLE ENERGY LIMITED

CIN: L40108TN2010PLC074394

Registered Office:
Sy. No. 180 & 181, OPG Nagar, Periya Obulapuram Village,
Nagaraja Kandigai, Madharapakkam Road,
Gummidipoondi – 601201, Tamil Nadu.

www.gitarenewable.com

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Ramamoorthy Natarajan	Chairman & Managing Director
Mrs. Saraswathi	Director
Mr. Seshadri Sekar	Independent Director
Mr. Sankaran Sivasailapathi	Independent Director
Mr. Kumar Vaidyanathan	Chief Financial Officer
Manas Ranjan Sahoo (till 12.12.2025)	Company Secretary
Mr. Santhana Magesh (w.e.f 10.02.2026)	Company Secretary

REGISTERED OFFICE

Survey No 180 &181, OPG Nagar
Periya Obulapuram Village,
Nagaraja Kandigai, Madharapakkam Road,
Gummidipoondi, Thiruvallur,
Tamil Nadu – 601 201.
Contact:- investor@gitarenewable.com

STATUTORY AUDITORS

M/s Aayush Bohra A & Co
Chartered Accountants
No 30/113, M.K.B Nagar,
5th Cross Street, Vysarapadi
Chennai - 600 039

INTERNAL AUDITOR:

N.N. Kumar & Associates
Chartered Accountant
Chandan Complex, No 376
Mint Street, 2nd Floor, Sowcarpet,
Chennai – 600 001.

BANKERS

State Bank of India
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Cameo Corporate Services Limited
"Subramanian Building"1,
Club House Road Chennai – 600002 (*TN*)
Phone: 91 44 28460390
Email : investor@cameoindia.com/ agm@cameoindia.com

SECRETARIAL AUDITORS

M/s M K Madhavan & Associates
Company Secretaries
No. 2C, 2nd Floor, A Block,
Prince Arcade,
22, Cathedral Road,
Chennai, 600086 Tamil Nadu

STOCK EXCHANGE

BSE Limited
Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001
Phones : 91-22-22721233/4, 91-22-66545695
Email: corp.comm@bseindia.com

Website:- **www.gitarenewable.com**

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 16th Annual General Meeting of the Members of **GITA RENEWABLE ENERGY LIMITED** (*herein after referred to as "the Company"*) for the Financial Year 2025-26 will be held on **Friday, the 25th day of September, 2026 at 04:00 PM** through Video Conferencing (*"VC"*) / Other Audio Visual Means (*"OAVM"*) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

Item No. 1 - ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FY 2025-26.

To receive, consider and adopt the Audited Standalone Balance Sheet of the Company made as at 31st March, 2026, the Standalone Statement of Profit and Loss and Standalone Cash Flow Statement for the year ended along with the summary of significant accounting policies, together with the Report of the Auditors and Directors to the Members thereon.

Item No. 2 - RETIREMENT BY ROTATION OF Mr. RAMAMOORTHY NATARAJAN AND CONSIDERATION OF HIS RE-APPOINTMENT.

To appoint a Director in place of Mr. Ramamoorthy Natarajan (*DIN: 00595027*), who retires by rotation and is eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3: APPOINTMENT OF Mr. EMMANUEL (*DIN: 10894681*) AS INDEPENDENT DIRECTOR.

To appoint Mr. Emmanuel (*DIN: 10894681*) as an Independent Director of the Company for a term of five consecutive years by passing the following as a **Special Resolution:**

> ***"RESOLVED THAT*** *Mr. Emmanuel (DIN: 10894681) who was appointed as an Additional Director by the Board under Section 161 of the Companies Act, 2013 and as per the Articles of Association of the Company and who holds office only up to the Date of this Annual General Meeting and in respect of whom the Company has received Notice in Writing, under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years with effect from 12th August, 2026 till 11th August, 2031"*
>
> ***"RESOLVED FURTHER THAT*** *Board of Directors of the Company and/or Company Secretary, be and are hereby authorized to file the necessary documents/form(s) with Registrar of Companies and do to all such acts, deeds, matter and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."*
>
> ***"RESOLVED FURTHER THAT*** *any one of the director and/or Company Secretary and Compliance officer be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required"*

Item No. 4: RE-APPOINTMENT OF Mr. SANKARAN SIVASAILAPATHI (*DIN: 09409356*) AS INDEPENDENT DIRECTOR OF THE COMPANY.

To re-appoint Mr. Sankaran Sivasailapathi (*DIN: 09409356*) as an Independent Director of the Company for a second term of five consecutive years by passing the following as a **Special Resolution:**

> ***"RESOLVED THAT*** *pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sankaran Sivasailapathi (DIN: 09409356), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby re-appointed to hold office for a term from 31st March, 2027 to 30th March, 2032 and whose office shall not be liable to retire by rotation."*
>
> ***"RESOLVED FURTHER THAT*** *the Board of Directors of the Company and/or Company Secretary, be and are hereby authorized to file the necessary documents/form(s) with Registrar of Companies and to do all such acts, deeds, matter and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."*
>
> ***"RESOLVED FURTHER THAT*** *any one of the directors and/or Company Secretary and Compliance officer be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required"*

ITEM NO. 5: INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, pass the following as a **Special Resolution** for increasing the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013:

> ***"RESOLVED THAT*** *in supersession of the earlier Special Resolution passed and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities and Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the members be and is hereby accorded to empower Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to INR 200 Crores (Indian Rupees Two Hundred Crores Only)."*

*"**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded to delegate the power to the Board to use / modify / amend / reduce / enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit."*

*"**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors of officers of the Company."*

ITEM NO. 6: TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To Consider and pass **Special resolution** to increase in threshold of investment(s) and/or providing loan(s) and give guarantee(s) in excess of the limits prescribed under section 186 of the Companies Act, 2013:

*"**RESOLVED THAT** in supersession of earlier special resolution passed pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") read with Companies (Management and Administration) Rules, 2014, applicable regulations framed by Securities and Exchange Board of India, if any, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (and regulations framed thereunder), and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution to:*

a. give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate

b. give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person be any body corporate; and

c. acquire by way of subscription, purchase or otherwise the securities of any other body corporate over and above the limits specified under Section 186(2) of the Companies Act, 2013 but shall not exceed at any time a sum equivalent to INR 200 Crores (Indian Rupees Two Hundred Crores Only).

*"**RESOLVED FURTHER THAT** the Board (including Committee of the Board) be and is hereby authorized to invest in the companies, body corporates, partnership firms, subsidiaries, associates, joint venture, related parties entities or such other entities or persons as may be considered desirable, whether incorporated in India or overseas, give loans to them, provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient."*

*“**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded to delegate the power to the Board to use / modify / amend / reduce/enhance/ utilize the limits under Section 186 of the Act, without any restriction, subject to the overall borrowing limit.”*

*“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time and to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”*

ITEM NO. 7: TO CONSIDER ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013

To Consider and pass **Special resolution** for adoption of Memorandum of Association of the Company as per the Companies Act, 2013:

*“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, (including any modification(s) thereto or re-enactment(s) thereof for the time being in force), consent of the Members, be and is hereby accorded, to substitute the existing Memorandum of Association of the company and adopt new set of Memorandum of Association as per the provisions of the Companies Act, 2013.”*

*“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, including filing necessary forms with the Registrar of Companies, as may be deemed necessary, proper, or expedient to give effect to this resolution.”*

ITEM NO. 8: TO CONSIDER ADOPTION OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013:

To Consider and pass **Special resolution** for adoption of Articles of Association of the Company as per the Companies Act, 2013:

*“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded, to substitute the existing Articles of Association of the company and adopt new set of Articles of Association as per the provisions of the Companies Act, 2013 which shall also include an enabling clause permitting the Company to undertake Reduction of Share Capital in accordance with Section 66 of the Act subject to the approval of the necessary authorities and other applicable provisions.”*

*“**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters, and things, including filing necessary forms with the Registrar of Companies, as may be deemed necessary, proper, or expedient to give effect to this resolution.”*

ITEM NO. 9: TO CONSIDER ADDITION OF OBJECT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ADDITION TO THE EXISTING OBJECTS:

To Consider and pass **Special resolution** for addition of a new object in the Memorandum of Association of the Company as per the Companies Act, 2013

*“**RESOLVED THAT** pursuant to provisions of Sections 3, 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, consent of the Members, be and is hereby accorded for alteration of other object clause, by addition of business of Operations and Management and its enabled services of the Memorandum of Association of the Company and the altered new object is mentioned as below:*

- *To carry on in India or elsewhere the business of operations, management, maintenance, supervision, administration and overall management of projects, assets, facilities and undertakings across various sectors, including but not limited to energy, infrastructure and allied industries, and to provide operational, technical, managerial, consultancy and support services in relation thereto, either independently or in collaboration with other persons, entities or organisations, and to undertake all such activities as may be necessary, incidental or conducive to the attainment of the above object*

*“**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary/Compliance officer of the Company be and is hereby jointly/severally authorised to take all such actions, deeds and execute, file, and deliver all such documents, including necessary forms and returns with the Registrar of Companies and any other statutory or regulatory authority, as may be required to give full effect to the foregoing resolution”*

By order of the Board of Directors
For **Gita Renewable Energy Limited**

Santhana Magesh
Company Secretary & Compliance Officer
Place:- Gummidipoondi
Date:-12th August, 2026

Notes

1. The Ministry of Corporate Affairs (*"MCA"*) has allowed conducting General Meetings through VC/ OAVM without the physical presence of the Members. Accordingly, the MCA issued Circular Nos. 14/ 2020 dated April 08, 2020, 17/ 2020 dated April 13, 2020, 20/ 2020 dated May 05, 2020, 02/ 2021 dated January 13, 2021, 19/ 2021 dated December 08, 2021, 21/ 2021 dated December 14, 2021, 02/ 2022 dated May 05, 2022 and 10/ 2022 dated December 28, 2022, 09/ 2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued from time to time (*"MCA Circulars"*), prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the MCA Circulars, the Act and the SEBI (*Listing Obligations and Disclosure Requirements*) Regulations, 2015, as amended from time to time (*"SEBI Listing Regulations"*) the AGM of the Members is to be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC/ OAVM is annexed herewith and also available at the Company's website i.e., https://www.gitarenewable.com. The deemed venue for the AGM shall be the Registered Office of the Company.

2. **As per the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.**

3. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this notice.

4. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (*"Act"*) and Regulation 36 of the SEBI (*Listing Obligations and Disclosure Requirements*) Regulations, 2015 (*"SEBI Listing Regulations"*) setting out the material facts regarding the special businesses to be transacted are given as part of the explanatory statement. The profile of the Director's seeking appointment, re-appointment is annexed to this Notice.

5. The revised Memorandum of Association of the Company is available for inspection on the Company's website and may be accessed at www.gitarenewable.com.

6. Members who desire a change/ correction in the Bank account details, should intimate the same to their concerned depository participants (*"DPs"*) and not to the Company's Registrar and Share Transfer Agent (*"RTA"*). Members are also requested to give the MICR Code of their banks to their DPs. The Company or its RTA will not be able to entertain any direct request from Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as would be furnished by the DPs.

7. As per the circulars issued by the MCA and SEBI, the Business Responsibility and Sustainability Report (*"BRSR"*) for the Financial Year 2025-26 does not apply to the Company.

8. Members may note that the Notice of this AGM and the Annual Report will also be available on the Company's website i.e. www.gitarenewable.com websites of the Stock Exchanges i.e. BSE Limited (*"BSE"*) at www.bseindia.com and also on the website of National Securities Depository Limited (*"NSDL"*) i.e. www.evoting.nsdl.com.

9. The voting results will be declared within 2 (*Two*) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.gitarenewable.com and on the website of NSDL e-voting i.e. www.evoting.nsdl.com and the same shall also be communicated to BSE, where the equity shares of the Company are listed.

10. Shareholders are requested to read the "*General Shareholder Information*" section of the Annual Report for useful information.

11. The Audited Financial Statements of the Company will be available on the Company's website i.e. www.gitarenewable.com.

12. Non-resident Indian Members are requested to inform the concerned DPs, immediately:
    i. The change in the residential status on return to India for permanent settlement.
    ii. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

13. Members are requested to make all correspondence in connection with shares held by them by writing directly to the Company or its RTA, quoting their DP ID-Client ID.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act 2013.

15. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2026 to Friday, 25th September 2026 (*both days inclusive*).

16. SEBI vide Circular No. SEBI/ HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026 has announced a special window for investors to re-lodge transfer deeds for physical shares. This applies to requests submitted before April 1, 2019, but returned, rejected, or left unprocessed due to document-related issues. The window will remain open from, to February 05, 2026 to February 04, 2027.

INSTRUCTIONS ON PARTICIPATION AT THE AGM AND VOTING

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (*MCA*) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (*"SEBI Circular"*) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (*VC*) or other audio visual means (*OAVM*), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this

AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first first-served basis. This will not include large Shareholders (*Shareholders holding 2% or more shareholding*), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (*Management and Administration*) Rules, 2014 (*as amended*) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (*Listing Obligations & Disclosure Requirements*) Regulations 2015 (*as amended*), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (*NSDL*) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (*MCA*) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gitarenewable.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (*agency for providing the Remote e-Voting facility*) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. The Board of Directors of the Company has appointed M/s. M K Madhavan & Associates, Practising Company Secretary (*Peer Review Certificate Number 1221/2021*), Chennai as the 'Scrutinizer' to scrutinise the remote e-Voting and e-Voting at the AGM process in a fair and transparent manner.

9. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

10. As per Regulation 44 of the SEBI (*LODR*) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The results declared along with Scrutinizer's report shall be placed on the Company's website www.gitarenewable.com and the website of NSDL www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchange.

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

*The remote **e-voting period** begins **on Tuesday, 22nd September, 2026 at 09.00 A.M. and ends on Thursday, 24th September, 2026 at 05:00 P.M**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Friday, 18th September, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being on **Friday, 18th September, 2026.***

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 hold with NSDL*), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for the CDSL Easi / Easiest facility can login through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The users to log in Easi /Easiest are requested to visit the CDSL website www.cdslindia.com and click on the 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (*holding securities in demat mode*) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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

   a) If you are already registered for e-Voting, then you can user 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'?

   d) 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'.

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

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

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

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

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

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

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL INSTRUCTIONS 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 cs.madhavanmk@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (*i.e. other than individuals, HUF, NRI etc.*) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (*FAQs*) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mahatre , 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*), AADHAAR (*self attested scanned copy of Aadhaar Card*) by email to investor@gitarenewable.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*), AADHAAR (*self attested scanned copy of Aadhaar Card*) to investor@gitarenewable.com. If you are an Individual shareholders 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 shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR 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. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 investor@gitarenewable.com. The same will be replied by the company suitably.

6. Shareholders who would like to send their questions only without registering for Speaker Shareholder are also requested to do so in advance atleast 3 days prior to the meeting (*by 2.00 p.m. on Tuesday, 22nd September, 2026*), mentioning their name demat account number/folio number, email id, mobile number at investor@gitarenewable.com.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (*LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS*) REGULATIONS, 2015.

Item No 3: APPOINTMENT OF MR. EMMANUEL (*DIN: 10894681*) AS INDEPENDENT DIRECTOR FOR A FIRST TERM OF 5 YEARS.

Your Directors have Co-opted Mr. Emmanuel as an Additional Director (*Independent Non Executive*) of the Company by the Board of Directors at the Meeting held on 12th August, 2026. Based on his qualifications, experience and declaration of independence, the Board considers him suitable for appointment as an Independent Director for a term of five consecutive years from 12th August 2026 to 11th August 2031. He has submitted the necessary declaration confirming that he meets the criteria of independence prescribed under the Companies Act, 2013 and SEBI ''LODR''. The Board recommends the **Special Resolution** for approval of the Members. None of the Directors or Key Managerial Personnel of the Company, except Mr. Emmanuel, is concerned or interested in the resolution.

Memorandum of interest:
None of the Directors, apart from Mr. Emmanuel and Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 3 for approval of shareholders as a **Special resolution**.

Documents for Inspection: -
All the Documents received including but not limited to the Declarations and Notice received under section 160 of the Companies Act, 2013 will be available for inspection for the Members at the Registered Office of the Company during the working hours of the Company up to the date of Meeting.

ITEM NO. 4: RE-APPOINTMENT OF MR. SANKARAN SIVASAILAPATHI (*DIN: 09409356*) AS INDEPENDENT DIRECTOR.

As the Members may be aware that Mr. Sankaran Sivasailapathi completes his present term of first five years as Independent Director on 31st March, 2022 and eligible himself for re-appointment for the next tenure of five consecutive years to act as the Independent Director of the Company. He has submitted the necessary declaration confirming that he meets the criteria of independence prescribed under the Companies Act, 2013 and SEBI ''LODR''. Considering his valuable contribution to the Company, the Board recommends his re-appointment for a second term of five consecutive years from 31st March, 2027 to 30th March 2032.

Memorandum of interest:
None of the Directors, apart from Mr. Sankaran Sivasailapathi Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 4 for approval of shareholders as the **Special Resolution**.

Documents for Inspection: -
All the Documents received including but not limited to the Declarations will be available for inspection for the Members at the Registered Office of the Company during the working hours of the Company up to the date of Meeting.

ITEM NO. 5: INCREASE IN BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:
The Board of Directors at the Board Meeting held on 12th August, 2026 felt that the Company may require additional financial resources for its business operations, expansion plans and future growth. Accordingly, it is proposed to increase the borrowing powers of the Board of Directors to enable the

Company to borrow funds, from time to time, up to an aggregate limit of INR 200 Crores, which may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Approval of the Members by way of **Special Resolution** is required under Section 180(1)(c) of the Companies Act, 2013.

Memorandum of interest:
None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 5 for approval of shareholders as the **Special Resolution**.

ITEM NO. 6: APPROVAL FOR INCREASE TRESHOLD IN LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Board of Directors at its meeting held on 12th August, 2026 felt that in order to provide greater operational flexibility for making investments, granting loans, providing guarantees and securities in connection with the Company's business activities, it is proposed to authorize the Board to exercise such powers up to an overall limit of INR 200 Crores. As the proposed limit may exceed the limits specified under Section 186 of the Companies Act, 2013, approval of the Members by way of **Special Resolution** is required. The Board recommends the resolution for approval.

Memorandum of interest:

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 6 for approval of shareholders as the **Special Resolution**

ITEM NO. 7: ADOPTION OF AMENDED MEMORANDUM OF ASSOCIATION (*MOA*) OF THE COMPANY AS PER THE COMPANIES ACT, 2013

The Members may be aware that the existing Memorandum of Association of the Company is based on the provisions of the earlier Companies Act that is Companies Act, 1956. In order to align the Memorandum of Association with the provisions of the Companies Act, 2013 and for better regulatory compliance, it is proposed to adopt a new set of Memorandum of Association. The other objects of the Company as stated in the Table C of the MOA shall be added to the incidental objects of the amended MOA.The Board recommends the **Special Resolution** for approval of the Members.

Memorandum of interest:
None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 7 for approval of shareholders as the **Special Resolution.**

Documents for Inspection: -
All the Documents received including but not limited to Amended MOA will be available for inspection for the Members at the Registered Office of the Company and during the working hours of the Company up to the date of Meeting. The Amended MOA will also be placed on the Website of the Company.

ITEM NO. 8: ADOPTION OF AMENDED ARTICLES OF ASSOCIATION (*AOA*) OF THE COMPANY AS PER THE COMPANIES ACT, 2013

The existing Articles of Association ("*AoA*") of the Company were adopted in conformity with the Companies Act, 2013 ("*Act*"). Since the AoA were last adopted, the Act and the rules made thereunder have undergone several amendments. The Board of Directors ("*Board*") has reviewed the existing AoA in light of these amendments and is of the view that certain provisions require updation to remain aligned with the Act as it presently stands. The Board is further of the view that it would be more efficient and convenient for the Members to adopt a fresh, comprehensive set of Articles reflecting the current provisions of the Act, rather than carrying out multiple piecemeal alterations to the existing AoA.

The proposed new set of Articles of Association, inter alia, contains enabling provisions relating to reduction of share capital in accordance with applicable law, together with other provisions necessary to align the Articles with the extant provisions of the Companies Act, 2013 and the rules made thereunder.

A copy of the proposed Articles of Association is available for inspection as stated below, and Members are requested to refer to the same for the complete text.

In terms of Section 14 and other applicable provisions of the Companies Act, 2013, the approval of Members by way of a Special Resolution is required for adoption of the new Articles of Association.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

Memorandum of interest:
None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 8 for approval of shareholders as the **Special Resolution.**

Documents for Inspection: -
All the Documents received including but not limited to Amended AOA will be available for inspection for the Members at the Registered Office of the Company and during the working hours of the Company up to the date of Meeting. The Amended AOA will also be placed on the Website of the Company.

ITEM NO. 9: ADDITION OF NEW OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION
The Board proposes to expand its business activities by including the business of operations, management, maintenance, supervision and related support services across various sectors, including energy and infrastructure. To enable the Company to undertake such activities, it is proposed to alter the Object Clause of the Memorandum of Association by adding a new object. Approval of the Members by way of **Special Resolution** is required under the Companies Act, 2013.

Memorandum of interest:
None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution. The Board recommends the Resolution at Item 9 for approval of shareholders as the **Special Resolution.**

Documents for Inspection: -
All the Documents received including but not limited to Amended MOA including the additional object Clause will be available for inspection for the Members at the Registered Office of the Company and during the working hours of the Company up to the date of Meeting. The Amended MOA will also be placed on the Website of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Emmanuel
DIN	10894681
Category	Non-Executive Independent Director
Date of Birth	05/11/1975
Age	51
Qualifications	Graduated in Bachelor of Commerce
Experience	Mr. Emmanuel is a commerce professional with experience in the areas of finance, accounts and the power/renewable energy sector. He has several years of professional experience and possesses relevant knowledge and expertise in his field. He has a sound understanding of financial and business operations and has gained valuable experience through his professional career.
Terms and Conditions of re-appointment along with the details of remuneration	NA
Remuneration last drawn	NA
Details of remuneration sought to be paid	Nil
Date of first appointment on the Board	12.08.2026
Directorships in other Companies	1. Durga Wind Power Private Limited
No. of. Shares held in the Company (*including shareholding as a beneficial owner*)	Nil
Membership/ Chairmanship of committees of other Boards	Nil
Listed entities from which the director has resigned from directorship in the past three years	Nil
Number of Board meetings attended during the year	NA
Inter-se relationship with any other Director or KMP of the Company	None

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Ramamoorthy Natarajan
DIN	00595027
Category	Managing Director
Date of Birth	02/06/1952
Age	73
Qualifications	Graduated in Business Administration
Experience	Mr. Ramamoorthy Natarajan has around 45 years of experience in administration, finance, banking, public relation, consulting. he also served as plant head. He is also serving as the managing Director of Chennai Ferrous
Terms and Conditions of re-appointment along with the details of remuneration	As approved by the Members
Remuneration last drawn	NIl
Details of remuneration sought to be paid	Nil
Date of first appointment on the Board	31.03.2015
Directorships in other Companies	1. Chennai Ferrous Industries Limited 2. Avanti Metals Private Limited 3. ASAS Industries Private Limited 4. OPG Renewable Energy Private Limited 5. Poleman Steels Private Limited 6.Tamilnadu Enterprises & Investments Private Limited
No. of. Shares held in the Company (*including shareholding as a beneficial owner*)	Nil
Membership/ Chairmanship of committees of other Boards	**Chennai Ferrous Industries Limited** CSR Committee- Member Stakeholders relationship Committee-member
Listed entities from which the director has resigned from directorship in the past three years	Nil
Number of Board meetings attended during the year	6/6
Inter-se relationship with any other Director or KMP of the Company	None

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of the Director	Mr. Sankaran Sivasailapathi
DIN	09409356
Category	Non-Executive Independent Director
Date of Birth	16/07/1973
Age	53
Qualifications	Diploma in Civil Engineering and LLB Graduate
Experience	Mr. Sankaran Sivasailapathi holds a Bachelor of Business Law degree and a Diploma in Civil Engineering, and has more than 25+ years of professional experience, including approximately 15+ years in engineering and 10+ in the legal field. His legal and technical experience supports his role in corporate governance, regulatory oversight and Board-level decision making.
Terms and Conditions of re-appointment along with the details of remuneration	Nil
Remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Date of first appointment on the Board	31.03.2022
Directorships in other Companies	1. M/s. OPG Power & Infrastructure Private Limited 2. Tamilnadu Property Developers Private Limited 3. Mayfair Power Generation Private Limited(*till 07.11.2025*)
No. of. Shares held in the Company (*including shareholding as a beneficial owner*)	Nil
Membership/ Chairmanship of committees of other Boards	Nil
Listed entities from which the director has resigned from directorship in the past three years	Nil
Number of Board meetings attended during the year	6/6
Inter-se relationship with any other Director or KMP of the Company	None

By order of the Board of Directors
For **Gita Renewable Energy Limited**

Place:- Gummidipoondi
Date:-12th August, 2026

Santhana Magesh
Company Secretary & Compliance Officer

DIRECTOR'S REPORT

To the Members,
Gita Renewable Energy Limited

Your Directors have pleasure in presenting the 16th Annual Report of your Company together with the Audited Accounts for the Financial year ended 31st March, 2026.

FINANCIAL SUMMARY/ HIGHLIGHTS/ PERFORMANCE - RULE 8(5)(I) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:

The key highlights of the Company's **Standalone Financial Performance** for the Financial Year ended 31st March, 2026 and the Corresponding figures for the last year are summarised as under:

(*Amount in Rs. Lakhs*)

PARTICULARS	For the year ended 31.03.2026	For the year ended 31.03.2025
Revenue from operations	0.00	5.60
Other income	32.24	11.45
Total Revenue	**32.24**	**17.05**
Cost of materials consumed	0.00	0.00
Changes in Inventories	0.00	0.00
Employee Benefit Expense	11.58	21.20
Other Expenses	20.38	34.80
Total Expenditure	**31.96**	**56.00**
Earnings / (*Loss*) before Depreciation, Financial Charges and Tax (*EBIDTA*)	0.28	(38.95)
Financial Costs/Charges	1.49	0.66
Depreciation & Amortization	0.00	0.00
(*Loss*) before Tax	**(1.21)**	**(39.61)**
Current Tax	0.00	0.00
Net Current Tax	0.00	0.34
Deferred Tax	0.00	0.00
(*Loss*) after tax	**(1.21)**	**(39.27)**
Dividend (*including Interim if any and final*)	0.00	0.00
Balance in P&L Account as at year beginning	900.29	939.55
Balance in P&L Account as at Year closing	884.91	900.29
Earnings per share (*Basic & Diluted*) Rupees	**(0.00)**	**(0.01)**

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS – RULE 8(5) (I) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014

During the year under review, the Company had On a standalone basis, the Company did not generate any revenue from operations for the Financial Year 2025-26 as compared to Rs. 5.60 lakhs as Compared to the Financial Year 2024-25, further the Total revenue for the Financial Year 2025-26 stood at Rs. 32.24 lakhs as compared to Rs. 17.05 lakhs in the Financial Year 2024-25. The management continues to focus on exploring new business opportunities, improving operational efficiency, and strengthening the Company's financial position. The Company remains committed to identifying potential growth avenues and is optimistic about achieving better operational performance and sustainable growth in the coming years.

REGISTERED OFFICE:
The Registered Office of the Company is located at Survey No 180 & 181 OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Thiruvallur, Gummidipoondi, Tamil Nadu – 601201. Further there is no change in the registered office of the Company.

ANNUAL RETURN - SECTION 134(3)(A):
As per the Notification No. 1066(E) issued by the Ministry of Corporate Affairs effective on 5th March, 2021, the requirement of extract of Annual Return pursuant to provisions of Section 92(3) read with Rule 12 of the Companies [*Management and Administration*] Rules, 2014 has been deleted. Accordingly, the Extract of Annual Return is not being attached.

The Company has an official website (*www.gitarenewable.com*), a copy of the Annual Return will be placed in the official website of the company in accordance with the provisions of Section 92(3) of the Companies Act, 2013. However, the same can also be inspected by the Members at the Registered Office of the Company and a copy of the same can be provided to the Members on request.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW - SECTION 134(3)(b):
The Board of Directors of your Company met 6 (*Six*) times on the following dates during the year under review as per the details given below:

BOARD MEETING

SL. NO	BOARD MEETING DATE	RAMAMOORTHY NATARAJAN	SESHADRI SEKAR	SANKARAN SIVA SAILAPATHI	SARASWATHI
No. of meetings attended		6	6	6	6
1	28-MAY-2025	YES	YES	YES	YES
2	14-AUG-2025	YES	YES	YES	YES
3	25-AUG-2025	YES	YES	YES	YES
4	12-NOV-2025	YES	YES	YES	YES
5	12-DEC-2025	YES	YES	YES	YES
6	10-FEB-2026	YES	YES	YES	YES

AUDIT COMMITTEE

SL. NO	AC MEETING DATE	RAMAMOORTHY NATARAJAN	SESHADRI SEKAR	SANKARAN SIVA SAILAPATHI	SARASWATHI
No. of meetings attended		5	5	5	5
1	28-MAY-2025	YES	YES	YES	YES
2	14-AUG-2025	YES	YES	YES	YES

3	25-AUG-2025	YES	YES	YES	YES
4	12-NOV-2025	YES	YES	YES	YES
5	10-FEB-2026	YES	YES	YES	YES

NOMINATION AND REMUNERATION COMMITTEE

SL. NO	NRC MEETING DATE	RAMAMOORTHY NATARAJAN	SESHADRI SEKAR	SARASWATHI
No. of meetings attended		2	2	2
1	25-AUG-2025	YES	YES	YES
2	10-FEB-2026	YES	YES	YES

STAKEHOLDER RELATIONSHIP COMMITTEE

SL. NO	SRC MEETING DATE	RAMAMOORTHY NATARAJAN	SESHADRI SEKAR	SANKARAN SIVA SAILAPATHI	SARASWATHI
No. of meetings attended		1	1	1	1
1	28-MAY-2025	YES	YES	YES	YES

RISK MANAGEMENT COMMITTEE

SL. NO	RMC MEETING DATE	RAMAMOORTHY NATARAJAN	SESHADRI SEKAR	SARASWATHI
No. of meetings attended		1	1	1
1	28-MAY-2025	YES	YES	YES

The Company has constituted the following Committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee; and
4. Risk Management Committee.

The composition of each of the above Committees is available in our website www.gitarenewable.com.

All the recommendations made by the various Committee(s), during the year, were accepted by the Board of your Company.

DIRECTORS RESPONSIBILITY STATEMENT 134(5):
In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors hereby confirm that:-

a. In Preparation of the Annual Accounts for the Financial Year ended 31st March, 2026, the applicable Accounting Standards had been followed and there are no material departures in adoption of these standards;

b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the loss of the Company for the year ended on that date;

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

d. The Directors had prepared the annual accounts on a going concern basis; and

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

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

DETAILS IN RESPECT OF FRAUDS REPORTED BY THE AUDITORS - SECTION 134 (3) (CA):
There is no fraud in the Company during the financial year ended 31st March, 2026. There is no fraud which has been reported in their audit report for the financial year ended 31st March, 2026 which are neither reportable to the Central Government nor otherwise.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS - SECTION 134 (3) (D):
The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

- *They meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedule and Rules issued thereunder and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;*

- *They have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and*

- *They have registered themselves with the Independent Directors' Database maintained by the Indian Institute of Corporate Affairs.*

The Board is of opinion that the Independent Directors of the Company possess the requisite qualifications, experience, and expertise and hold the highest standards of integrity.

Also, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, for attending the Board/ Committee meetings of the Company.

None of the Directors of the Company is disqualified to act as a Director under Section 164(2) of the Act read with Rule 14(1) of the Companies (*Appointment and Qualification of Directors*) Rules, 2014.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES - SECTION 134(3)(E):

The selection and appointment of Directors at Gita Renewable Energy Limited is undertaken by the Nomination and Remuneration Committee (*"NRC"*), which identifies individuals of integrity possessing an appropriate mix of skills, expertise, industry knowledge, experience, and leadership qualities to enhance the effectiveness of the Board. In carrying out this responsibility, the NRC ensures an appropriate balance of diversity, independence, age, qualifications, and other positive attributes in line with the Company's Board Diversity Policy and the requirements prescribed under the Companies Act, 2013, the SEBI (*Listing Obligations and Disclosure Requirements*) Regulations, and other applicable laws. The Company's Nomination and Remuneration Policy provides the framework for the appointment, evaluation, and remuneration of Directors, Key Managerial Personnel (*"KMP"*), and Senior Management Personnel, and sets out the criteria relating to qualifications, positive attributes, independence, and remuneration. The said policy is available on the Company's website for the perusal of the members.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS - SECTION 134(3)(F):

The Board of Directors hereby confirms that there were no qualifications, reservations, adverse remarks, or disclaimers made by the Statutory Auditors in their Audit Report for the financial year under review. The Audit Report requires no comments by the Board under Section 134(3)(f) of the Companies Act, 2013.

Further, the Secretarial Audit Report issued by the Practicing Company Secretary does not contain any qualification, reservation, adverse remark, or disclaimer requiring explanation by the Board.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013 - SECTION 134(3)(G):

During the financial year under review, the Company has not granted any loans, provided any guarantees, made any securities, or made any investments covered under the provisions of Section 186 of the Companies Act, 2013. Accordingly, the disclosure requirements under Section 134(3)(g) of the Companies Act, 2013 are not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES - SECTION 188(2) & SECTION 134(3)(H):

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business, there no were materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel, or other designated persons and subsidiaries which may have a potential conflict with the interest of the Company at large.

The particulars of contracts or arrangements with related parties referred to in Sub-Section (1) of Section 188 are prepared in Form No. AOC-2 pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (*Accounts*) Rules, 2014 and the same is enclosed as Annexure – 3 to this Report

THE STATE OF THE COMPANY'S AFFAIRS - SECTION 134(3)(I):

During the financial year under review, the Company has not generated any revenue through operation but has generated income from other sources, your directors are confident that the company will be able to generate revenue from operation and profits in the upcoming years.

TRANSFER TO RESERVES - SECTION 134(3)(J):

The Company does not propose to transfer any amount to the General Reserve for the financial year ended 31st March 2026.

DIVIDEND - Section 134(3)(k):

No dividend was declared during the year under review by your Company.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT - SECTION 134(3)(1)

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO - SECTION 134(3)(M):

THE INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO STIPULATED UNDER SECTION 134(3) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (*ACCOUNTS*) RULES, 2014 ARE UNDER:

a. Conservation of energy:

(i)	the steps taken or impact on conservation of energy	Energy consumptions are minimal and optimized. The Company is making all possible efforts to keep the energy consumption at optimum levels.
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment's	

b. Technology absorption:

(i)	the effort made towards technology absorption	Not Applicable
(ii)	the benefits derived like product improvement .cost reduction product development or import substitution	
(iii)	in case of imported technology (*imported during the last three years reckoned from the beginning of the financial year*)	
	(a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
(iv)	the expenditure incurred on Research and Development	Nil

c. Foreign exchange earnings and outgo

(*Amount in Lakhs*)

Particulars	Financial Year ended 31st March, 2026	Financial Year ended 31st March, 2025
Foreign Exchange Earnings	0.00	0.00
Foreign Exchange Outgo	0.00	0.00

STATEMENT INDICATION DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY - SECTION 134(3)(N):

Risk management is integral to the Company's strategy and for the achievement of the long-term goals. Our success as an organisation depends on our ability to identify and leverage the opportunities while managing the risks.

The challenges faced by the Company have brought a mix of opportunities and uncertainties impacting the Company's objectives. Risk management, which aims at managing the impact of these uncertainties, is an integral part of the Company's strategy setting and decision-making process. The Company regularly identifies uncertainties and after assessing them, devises short-term and long-term actions to mitigate any risk which could materially impact your Company's long term goals. This process of identifying and assessing the risks is a two-way process with inputs being taken from Employees across the organisation. The Company engages regularly with various stakeholders to foresee changing/ emerging expectations and proactively tries to integrate the same with the overall plans and priorities of the Company. The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits.

Our approach to risk management is designed to provide reasonable assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated and all information that may be required to be disclosed is reported to the Company's Senior Management, the Audit Committee, the Risk Management Committee and the Board.

Mitigation plans to mitigate significant risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership. The Company endeavours to continually sharpen its risk management systems and processes in line with a rapidly changing business environment.

Further details on the risk management activities including the implementation of Risk Management framework/ policy, key risks identified and their mitigations are covered in the Management Discussion and Analysis, which forms part of this Annual Report as Annexure-1.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED EY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES - SECTION 134(3)(O):

The Board has voluntarily contributed to CSR Expenses which is well within the limits of the Board to discharge such functions. However, the Company has published the CSR policy on the Website of the Company.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE - SECTION 134(3)(P)

The Board has carried out the annual performance evaluation of the Board, its Committees and individual Directors in accordance with the prescribed process and the Nomination and Remuneration Policy. The evaluation covered parameters including strategy, performance management and succession planning, execution and financial controls, talent and risk management, corporate governance and compliance, quality of information, effectiveness of Committees, attendance and preparedness, strategic and functional abilities, ethics and values, communication and contribution. The Independent Directors also reviewed the performance of the Board, Committees and individual Directors at their meeting held on 10th February, 2026, and the outcome of the evaluation was communicated to the Board. Based on the evaluation, the Board was satisfied with its overall performance and effectiveness, as well as that of its Committees and individual Directors, and noted the suggestions arising from the process for appropriate implementation.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION PROTECTION FUND:
Your Directors have not declared and paid any dividend in the past, hence no unclaimed or unpaid dividend is lying with the Company, accordingly, the provisions of Section 125(2) of the Companies Act, 2013 do not apply

CHANGE(S) IN THE HATURE OF BUSINESS, IF ANY - RULE 3(5)(II) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:
There is no change in the nature of business carried on by the Company.

INSURANCE:
All the properties of the Company, including buildings, plant and machinery, stocks and materials have been adequately insured.

SUBSIDIARIES/ ASSOCIATES/ JOINT VENTURES - RULE 5(IV) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:
The Company does not have any holding company, subsidiary, associate company or joint venture during the financial year under review. Accordingly, the provisions relating to disclosure of particulars of subsidiaries, associates and joint ventures under Rule 5(iv) of the Companies (*Accounts*) Rules, 2014 are not applicable to the Company.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL 8(5) (III) OF THE OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:
There have been changes in the composition of the Board, The Board at Company comprised of the following Directors and Key Managerial Personnel during the financial year ended 31st March, 2026. Mr. Manas Ranjan Sahoo Company Secretary and Compliance Officer of the Company resigned from his position with effect from 12th December, 2025 and Mr. Santhana Magesh has been appointed as the Company Secretary and Compliance Officer of the Company with effect from 10th February, 2026.

During the year under review the members at the Annual General Meeting held on 25th September, 2025 has been re-appointed Mr. Ramamoorthy Natarajan has been re-appointed as the Managing Director of the Company.

Further, none of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 as per the Declaration given by them at the First meeting of the Board of Directors of the Company for the Financial Years 2025-26 and 2026-27,

NAMES OF COMPANIES WHICH HAVE CEASED TO BECOME SUBSIDIARIES/ ASSQOCIATES/ JOINT VENTURES DURING THE YEAR - RULE 8(5)(IV) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014
Your Company does not have any Subsidiary, Associates or Joint Ventures which has ceased to become Subsidiaries/ Associates/ Joint Ventures during the year during the year under review.

DEPOSITS - RULE 8(5) (V) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:

The Company has not accepted any deposits from the public or its employees during the year under review. There were no other deposits falling under Rule 2{1}[c} of the Companies (*Acceptance of deposits*) Rules, 2014 during the year under review. There are no deposits which are not in compliance with the requirement of Chapter V of the Companies Act, 2013 during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS — RULE 8(5) (VII) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its operations.

ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM WITH REFERENCE TO FINANCIAL STATEMENTS - RULE 8(5) (VIII) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014

The Management is responsible for establishing & maintaining internal controls for financial reporting. The Statutory Auditors have evaluated the system of internal controls of the Company and also reviewed their effectiveness and have reported that the same are adequate & commensurate with the size of the Company and the nature of its business.

The Audit Committee of the Board approves the annual internal audit plan and periodically reviews the progress of audits as per the approved audit plan, along with critical internal audit findings presented by internal auditors, status of implementation of audit recommendations, if any, and adequacy of internal controls.

The details with respect to internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this Annual Report.

MAINTENANCE OF COST RECORDS - RULE 8|5) (IX) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014:

The Company was not required to maintain any cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (*Cost Records and Audit*) Rules, 2014.

CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE - RULE 8(5)(X) OF THE COMPANIES (*ACCOUNTS*) RULES, 2014

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to providing an environment, which is free of discrimination, intimidation and abuse, Your Company provides equal opportunities and is committed to creating a healthy working environment that enables to work with equality and without fear of discrimination, prejudice, gender bias or any form of harassment at workplace. The Company believes that it is the responsibility of the organization to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment due to such cases. The Company has constituted an Internal Complaints Committee as required The Sexual Harassment of Women at Workplace (*Prevention, Prohibition and Redressal*) Act, 2013. The Company has put in place a Policy on redressal of Sexual Harassment' and a Policy on redressal of Workplace Harassment' as per the Sexual Harassment of Women at Workplace (*Prevention, Prohibition and Redressal*) Act, 2013 ("*Sexual Harassment Act*"). As per the policy, any employee may report his / her complaint to the Redressal Committee formed for this purpose to their Manager or HR personnel,

During the period under review the Company has not received any complaint under the Sexual Harassment of Women at Workplace (*Prevention, Prohibition and Redress Act*) 2013. The Company has one employee as on 31st March, 2026.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board has adopted a Nomination and Remuneration Policy in terms of the provisions of Section 178(3) of the Act and the SEBI Listing Regulations, dealing with the appointment and remuneration of Directors, Key Managerial Personnel ("*KMP*"). The policy covers criteria for determining qualifications, positive attributes, independence and remuneration of its Directors and KMP. The same has been available on the website of the Company at www.gitarenewable.com.

CORPORATE GOVERNANCE

The Company believes that an effective framework of Corporate Governance is the foundation for sustainable growth and long-term shareholders' value creation. It is critical to ensure sound Corporate Governance for enhancing and retaining stakeholders' trust and your Company seeks to ensure that its performance goals are met accordingly. The efforts of the Company are focused on long term value creation to all its stakeholders, including members, customers, partners, employees, lenders and the society at large. The Board reaffirms its continued commitment to good corporate governance practices.

It may be noted that Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46, and Paras C, D, and E of Schedule V of the SEBI (*Listing Obligation and Disclosure Requirements*) Regulation, 2015 ("*SEBI Listing Regulation*") are not applicable to the Company pursuant to Regulation 15(2) of the said Regulation, since the paid-up equity share capital of the Company is less than ₹10 Crores and the net worth is less than ₹25 Crores as on the last day of the previous Financial Year and also as on the date of this Report.

Accordingly, a Corporate Governance Report as prescribed under Regulation 34 read with Schedule V of the SEBI Listing Regulation is not applicable to the Company

AUDITORS:

The Members at the Annual General Meeting held on 25th September, 2025 appointed M/s. Aayush Bohra A & Co Chartered Accountants, Chennai, (*having Registration No.; 026932S Membership No.: 264988*) Chartered Accountant, Chennai to hold office for a period of Five years from the Annual General Meeting dated 25th September, 2025 till the Annual General Meeting to be held in the Financial Year 2029-30.

M/s. M K Madhavan & Associates was appointed as the Secretarial Auditors of the Company for a period of Five years from the Annual General Meeting dated 25th September, 2025 till the Annual General Meeting to be held in the Financial Year 2029-30. The Secretarial Audit Report for the Financial Year 2025-26, given by M/s. M K Madhavan & Associates, Company Secretaries, Chennai is attached as Annexure-2 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or other remarks.

The Board had re-appointed M/s. N N Kumar Associates as Internal Auditors, for the Financial Year 2025-26. The Internal Audit was completed as per the scope defined by the Audit Committee.

CODE FOR PREVENTION OF INSIDER TRADING

In compliance with the provisions of the SEBI (*Prohibition of Insider Trading*) Regulations, 2015, ("PIT Regulations") as amended, the Company has formulated and adopted the Internal Code of Conduct to regulate, monitor and report trading by Insiders ("*the Insider Trading Code*"). The Insider Trading Code prohibits dealing in securities of the Company by the designated persons and their immediate relatives, while in possession of unpublished price-sensitive information in relation to the Company and during the period(s) when the trading window is closed.

The Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("*the Code of Fair Disclosure*") in line with the PIT Regulations and has formulated a Policy for the determination of 'legitimate purposes' as a part of the Code of Fair

Disclosure. The Code of Fair Disclosure also includes policy for procedures of inquiry in case of leak of (*UPSI*) and aims at preventing misuse of UPSI.

Pursuant to the above, the Company has put in place an adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. The same has been available at the website of the Company at www.gitarenewable.com.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM – SECTION 177:

The Company has established a Vigil Mechanism / Whistle Blower Mechanism to provide a platform for Directors and employees to report genuine concerns relating to unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct or any other improper conduct.

The mechanism provides adequate safeguards against victimisation of persons who use the mechanism in good faith and enables them to raise their concerns without fear of reprisal. In appropriate or exceptional cases, the concerned person may have direct access to the Chairperson of the Audit Committee.

The Company has also established appropriate channels for receiving and addressing complaints under the Vigil Mechanism / Whistle Blower Policy in a timely manner.

The Company affirms that no Director or employee has been denied access to the Chairperson of the Audit Committee under the Vigil Mechanism.

The Vigil Mechanism / Whistle Blower Policy is available on the Company's website at www.gitarenewable.com.

SHARE CAPITAL:

There was no change in the Share Capital of the Company during the Financial Year under review. As on 31st March, 2026, the issued, subscribed and paid-up Equity Share Capital of the Company stood at Rs. 4,11,22,960/- comprising of 41,12,296 Equity Shares of Rs.10/- (*Rupees Ten only*) each fully paid.

DETAILS OF FUNDS RAISED THROUGH ISSUE OF SECURITIES.

During the Financial Year under review, the Company has not raised any funds through Issue of any Securities

DIRECTORS & KEY MANAGERIAL PERSONNEL

Directors

As of 31st March, 2026, the Board comprises of 1 Managing Director, 1 Non-Executive Woman Director and 2 (*two*) Non-Executive Independent Directors.

Changes in the Composition of the Board after the end of the Financial Year till 16th Annual General Meeting subject to the approval of the Members wherever necessary.

Re-Appointment of Independent Director.

Mr. Sankaran Sivasailapathi (*DIN: 09409356*), Non-Executive Independent Director whose term of office is concluding on 31st March, 2027 on the recommendation of the Board eligible himself to be appointed for another term of five years

The approval of the Shareholders will be sought at the 16th AGM for Mr. Sankaran Sivasailapathi (*DIN: 09409356*) as the Non-Executive Independent Director to hold office with effect from 31st March, 2027 to 30th March, 2032.

Resignation & Appointment of Independent Director

Mr. Seshadri Sekar (*DIN: 01050597*), Non-Executive Independent Director has resigned from the Board as the Non-Executive Independent Director with effect from 12^{th} day of August, 2026. In place of Mr. Seshadri Sekar, at the request of the Nomination and Remuneration Committee the Board of Directors has appointed Mr. Emmanuel (*DIN: 10894681*) as the Independent Director of the Company.

The approval of the Shareholders will be sought at the 16^{th} AGM for appointment of Mr. Emmanuel (*DIN: 10894681*) as the Non-Executive Independent Director to hold office with effect from 12^{th} August, 2026 to 11^{th} August, 2031.

Retiring by rotation at the ensuing 16^{th} Annual General Meeting.

Pursuant to the provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mr. Ramamoorthy Natarajan (*DIN: 00595027*), Managing Director of the Company is liable to retire by rotation in the ensuing 16^{th} Annual General Meeting ("*16^{th} AGM*").

The approval of the Shareholders will be sought at the 16^{th} AGM for appointment of Mr. Ramamoorthy Natarajan (*DIN: 00595027*) as a Managing Director on the Board of the Company.

Declaration By Independent Directors:
The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

• they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedule and Rules issued thereunder and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;

• they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and

• they have registered themselves with the Independent Directors' Database maintained by the Indian Institute of Corporate Affairs.

The Board is of opinion that the Independent Directors of the Company possess the requisite qualifications, experience, and expertise and hold the highest standards of integrity.

Also, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, for attending the Board/ Committee meetings of the Company.

None of the Directors of the Company is disqualified to act as a Director under Section 164(2) of the Act read with Rule 14(1) of the Companies (*Appointment and Qualification of Directors*) Rules, 2014.

Key Managerial Personnel.
During the Financial Year under review, there were changes in the Key Managerial Personnel ("*KMPs*") of the Company.

Pursuant to the provisions of Section 2(51) and Section 203 of the Act read with the Rules framed thereunder, the following persons are KMPs of the Company as on 31^{st} March, 2026:

Mr. Ramamoorthy Natarajan	Managing Director
Mr. Kumar Vaidyanathan	Chief Financial Officer
Mr. Manas Ranjan Sahoo	Company Secretary (*resigned*)
Mr. Santhana Magesh	Company Secretary

EMPLOYEE STOCK OPTIONS PLAN
The Company has not issued any shares under Employee Stock Options Plan

CREDIT RATING:
The Company has not obtained any credit rating from any credit rating agency.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT AS PER SCHEDULE-V PART -F OF SEBI (*LODR*) REGULATION 2015.

SL NO	DISCLOSURES	QUANTITY
a.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	27,686
b.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	NIL
c.	Number of shareholders to whom shares were transferred from suspense account during the year;	NIL
d.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	27,686
e.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	NIL

PARTICULARS OF EMPLOYEES
Disclosure with respect to remuneration of Directors and Employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (*Appointment and Remuneration of Managerial Personnel*) Rules, 2014 forms part of this Report as Annexure - 4.

COMPLIANCE WITH SECRETARIAL STANDARDS:
The Company has duly complied with the following Secretarial standards that were applicable to it during the Financial Year under review:

1. Secretarial Standards on Meetings of Board of Directors (SS-1),
2. Secretarial Standards on General meetings (SS-2),
3. Secretarial Standards on Report of Board of Directors (SS-4),

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 ALONG WITH THEIR STATUS:
Reporting under this clause is not applicable as there were no cases under IBC filed by or against the Company during the period under review.

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:
Your Company has not taken any loan as well as has not done any one-time settlement to banks or financial institutions. Hence, the question of valuation difference does not arise.

GENERAL.
The Directors state that no disclosures or reporting is required in respect of the following items, as the same is either not applicable to the Company or relevant transactions/ events have not taken place during the year under review:

• There is no plan to revise the Financial Statements or Directors' Report in respect of any previous Financial Years.

• The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.

• No material changes and commitments have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report affecting the financial position of the Company.

• In the absence of any amounts required to be transferred to the Investor Education and Protection Fund (IEPF) under Section 125(1) and Section 125(2) of the Act, the Company was not required to transfer any such sum to the IEPF.

• Maintenance of cost records as specified by the Central Government under Section 148(1) of the Act, is not required to be done by the Company. Accordingly, such accounts and records are not prepared nor maintained by the Company.

• No application has been made against the Company under the Insolvency and Bankruptcy Code, 2016 ("*IBC*") hence the requirement to disclose the details of application made or any proceeding pending under the IBC (*31 of 2016*) during the year along with their status as at the end of the Financial Year is not applicable. There was no instance of onetime settlement with any Bank or Financial Institution.

• The Company has made compliances pertaining to the provisions of Maternity Benefit Act, 1961.

ACKNOWLEDGEMENT:
The Directors place on record their appreciation for the assistance and whole-hearted co-operation received from various departments of the Government of India and State Government, financial institutions, banks, shareholders, directors, executives, and officers of the Company, among others. The Management would also like to express great appreciation for the commitment, contribution and support received from all its customers and employees at all levels of the Company.

The Directors take this opportunity to express their appreciation for the support and co-operation extended by our Customers, Bankers, Vendors, Suppliers, Sub-Contractors and all other stakeholders. The Directors gratefully acknowledge the ongoing co-operation and support provided by all Statutory and Regulatory Authorities.

The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's employees at all levels. Your Directors also appreciate and acknowledge the confidence reposed in them by the Members of the Company.

By order of the Board of Directors
For **Gita Renewable Energy Limited**

RAMAMOORTHY NATARAJAN
Managing Director
Place:- Gummidipoondi
Date:-12th August, 2026

Annexure 1

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. ECONOMIC REVIEW

GLOBAL ECONOMY

Global economic growth is estimated at around 3.1% for 2026, supported by resilient consumption, easing financial conditions and front-loaded trade activity, even as tariff-related uncertainty and geopolitical tensions continue to weigh on the outlook (*IMF, World Economic Outlook, 2026*). The global energy transition reached a structural inflection point during the year: worldwide investment in clean energy – renewables, nuclear, grids, storage and electrification – is estimated at USD 2.2 trillion in 2026, nearly double the USD 1.2 trillion directed to oil, gas and coal, and renewables overtook coal for the first time to supply over a third of the world's electricity IEA, World Energy Investment 2026; Ember, Global Electricity Review 2026).

INDIAN ECONOMY

India remained among the fastest-growing major economies, with GDP estimated to have grown by around 7.4% in FY2025-26 per the National Statistics Office's first advance estimates, before moderating to about 6.4% in FY2026-27 as cyclical tailwinds fade (*National Statistics Office; IMF, World Economic Outlook, 2026*). On the energy front, India added over 55 GW of non-fossil generation capacity during FY2025-26 – its highest-ever annual addition – taking cumulative non-fossil capacity past 283 GW and total installed renewable energy capacity (*including large hydro*) to over 275 GW as of 31 March 2026, the third-largest such base in the world; installed solar capacity crossed 150 GW during the year (*Ministry of New and Renewable Energy; IRENA, Renewable Energy Statistics 2026*).

OUTLOOK

India continues to pursue its target of 500 GW of non-fossil generation capacity by 2030, supported during the year by a reduction in GST on renewable energy devices and components from 12% to 5% (*effective September 2025*), extended customs-duty relief for lithium-ion cell manufacturing, and a new import-monitoring system for renewable equipment. Sustained policy support and domestic manufacturing capacity build-out are expected to keep capacity addition strong, although trade and geopolitical uncertainty, commodity-price volatility and financing constraints for large projects remain key risks for the sector.

2. INDUSTRY OVERVIEW

GLOBAL RENEWABLE ENERGY INDUSTRY

With clean energy now drawing close to twice the capital flowing into fossil fuels, the global industry is entering a phase where energy security and cost-competitiveness, and not climate policy alone, are driving investment decisions (*IEA, World Energy Investment 2026*). Solar photovoltaics alone is estimated to attract over USD 500 billion of investment in 2026 – more than any other generation technology – while supply-chain diversification and grid/storage build-out remain central themes as renewable penetration deepens across major markets.

INDIA RENEWABLE ENERGY MARKET

India's renewable energy sector recorded its strongest year yet in FY2025-26, adding an estimated 44–45 GW of solar and around 6 GW of wind capacity (*Ministry of New and Renewable Energy, March 2026 update*). Domestic solar module manufacturing capacity also expanded sharply, from around 2.3 GW in 2014 to approximately 172 GW by March 2026. The sector continues to face project execution delays, transmission and grid-connectivity constraints following the expiry of inter-state transmission-charge waivers, and financing hurdles for large-scale and offshore projects, even as central agencies increasingly favour round-the-clock and firm dispatchable renewable supply.

3. COMPANY OVERVIEW

Gita Renewable Energy Limited ("*GREL"/ the "Company*") continues to operate as a pure-play, end-to-end renewable energy engineering, procurement and construction (*EPC*) solutions provider, focused on project design, engineering and execution management from conceptualisation to commissioning, together with Operations & Maintenance (*O&M*) services for own projects and those executed by third parties.

4. INTERNAL CONTROL SYSTEMS

The Company's internal control systems continued to operate effectively during the year under review. The Board of Directors, the Audit Committee and senior management remained actively engaged in ensuring that financial and operating controls, including those over financial reporting, operated as intended and remained commensurate with the size and nature of the Company's operations. **There was no material weakness was identified/reported by the Statutory Auditor or in the Internal Financial Controls review for FY2025-26**

5. FINANCIAL AND OPERATIONAL PERFORMANCE

The Company's did not generate any revenue from operations for FY2025-26 as against Rs. 5,60,000 recorded in FY2024-25, representing **a slump in revenue generation.** The key financial ratios required to be disclosed under Schedule V to the SEBI (*Listing Obligations and Disclosure Requirements*) Regulations, 2015 are set out below:

Particulars	Unit	31-Mar-2026	31-Mar-2025	Variation %
Current Ratio	In multiple	0.46	0.57	(0.11)
Debt-Equity Ratio	In multiple	-	-	-
Debt Service Coverage Ratio	In multiple	-	-	-
Return on Equity Ratio	In %	(0.30)	(9.55)	9.25
Inventory Turnover Ratio	In Days	-	-	-
Trade Receivables Turnover Ratio	In Days	-	-	-
Trade Payables Turnover Ratio	In Days	-	-	-
Net Capital Turnover Ratio	In Days	-	-	-
Net Profit Ratio	In %	(3.77)	(230.36)	226.59
Return on Capital Employed	In %	(0.30)	(9.55)	9.25
Return on Investment (Assets)	In %	(0.09)	(2.88)	2.79

The Company had no outstanding debt/ borrowings as at 31st March 2026; hence Debt-Equity Ratio and Debt Service Coverage Ratio were not applicable.

6. HUMAN RESOURCE DEVELOPMENT

There were no material developments in human resources during FY2025-26 The total number of employees as on 31st March 2026 is **4 as compared to** 6 in the previous year.

By order of the Board of Directors
For **Gita Renewable Energy Limited**

RAMAMOORTHY NATARAJAN
Managing Director
Place:- Gummidipoondi
Date:-12th August, 2026

Annexure 2

SECRETARIAL AUDIT REPORT

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 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
Gita Renewable Energy Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gita Renewable Energy Limited (*hereinafter called the "Company"*) [CIN: L40108TN2010PLC074394] for the financial year 2025-26. The Secretarial Audit was conducted based on the records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

1. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on 31st March 2026, has complied with the statutory provisions listed hereunder and also in our limited review, the Company has proper and required 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 and made available to us, for the financial year ended on 31st March 2026 according to the applicable provisions of:

   i) The Companies Act, 2013 (*the "**Act**"*) and the rules made thereunder read with notifications, exemptions, and clarifications thereto.
   ii) The Securities Contracts (*Regulation*) Act, 1956 and the rules made thereunder.
   iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
   iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB), to the extent applicable.
   During the year under review, provisions relating to ODI and ECB were not applicable.
   v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('*SEBI ACT*'):
      a) The Securities and Exchange Board of India (*Listing Obligations and Disclosure Requirements*), Regulations, 2015

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

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

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

e) The Securities and Exchange Board of India (*Share Based Employee Benefits and Sweat Equity*) Regulations, 2021- ***Not applicable as the Company has not issued any share-based employee benefits/sweat equity shares to its employees during the year under review;***

f) The Securities and Exchange Board of India (*Issue and Listing of Non-Convertible Securities*) Regulations, 2021**- *Not applicable as the Company has not issued any debt securities during the financial year under review.***

g) The Securities and Exchange Board of India (*Registrars to an Issue and Share Transfer Agents*) Regulations, 1993 regarding the Companies Act and dealing with client ***(not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review)***

h) The Securities and Exchange Board of India (*Delisting of Equity Shares*) Regulations, 2021 - ***Not applicable as the Company has not delisted/ propose to delist its shares from any stock exchange during the financial year under review;***

i) The Securities and Exchange Board of India (*Buyback of Securities*) Regulations, 2018 - ***Not applicable as the Company has not bought back/proposed to buy back any of its securities during the financial year under review.***

vi) All other relevant applicable laws, including those specifically applicable to the Company, a list of which has been provided by the Management. Our examination and reporting in respect of such laws is limited to whether there are adequate systems and processes in place, commensurate with the size and operations of the Company, to monitor and ensure compliance with such laws.

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

During the period under review, the Company has, by and large, complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above, to the extent applicable, subject to the observations reported hereinafter.

We further report that
The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. There was no change in the composition of the Board of Directors during the period under review. However, there was a change in the Key Managerial Personnel consequent to the resignation of Mr. Manas Ranjan Sahoo (ACS 32701) as Company Secretary and Compliance Officer with effect from 12th December 2025 and the appointment of Mr. Santhana Magesh L (ACS 78823) as Company Secretary and Compliance Officer with effect from 10th February 2026.

We further report that there were delayed compliance with Regulation 13(3) (statement on shareholder complaints) and Regulation 6(1) (appointment of Compliance Officer), respectively, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March 2026, in respect of which BSE Limited levied fines. The Company subsequently complied with the aforesaid requirements and paid the fines.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that during the period under review, the Members of the Company at the 15th Annual General Meeting held on 25th September 2025 approved, by way of Special Resolution, the re-appointment of Mr. R. Natarajan (DIN: 00595027) as the Managing Director of the Company for a period of five years with effect from 1st April 2025 to 31st March 2030, including his continuation as Managing Director beyond the age of seventy years.

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

For **M K MADHAVAN & ASSOCIATES**
Company Secretaries

M K MADHAVAN
Proprietor
Membership No.: F-8408 / C.P. No.: 16796
P.R. No. 7654/2026
UDIN: **F008408H001031254**
Date: 06 August 2026 Place: Chennai

[*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

To
The Members of
Gita Renewable Energy Limited.

Sub: Secretarial Audit of Gita Renewable Energy Limited for the financial year ended 31st March 2026.

This letter forms an integral part of our Secretarial Audit Report dated 06 August 2026.

Management's Responsibility:

1. It is the responsibility of the management of the Company to maintain adequate secretarial records and devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the system is adequate and operates effectively.

Auditor's Responsibility:

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliance.

3. Compliance with the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the Management. Our examination was limited to verification of procedures on a test-check basis.

4. We believe that audit evidence and information obtained from the Company's management is reasonably adequate and appropriate to provide a reasonable basis for our opinion.

5. We have obtained the necessary representations from the Management regarding compliance with applicable laws, rules and regulations and the occurrence of events, etc.

Disclaimer:

6. We have not verified the correctness and appropriateness of the financial records and books of account of the Company.

7. The Secretarial Audit 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 **M K MADHAVAN & ASSOCIATES**
Company Secretaries

M K MADHAVAN
Proprietor
Membership No.: F-8408 / C.P.No.: 16796
P.R. No. 7654/2026
Date: 06 August, .2026 Place: Chennai

Annexure 3

FORM NO.AOC-2

Form No.AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

1. **Details of contracts or arrangements or transactions not at arm's length basis:**
   The Company has not entered into any contracts or arrangements or transactions with its related parties which is not at arm's length basis during the financial year 2025-26.

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

SN	Particulars	Details
i)	Name(s) of related party and nature of relationship:	Not applicable
ii)	Nature of contracts/arrangements/transactions:	Not applicable
iii)	Duration of the contracts/arrangements/transactions:	Not applicable
iv)	Salient terms of the contracts/arrangements/transactions, including value, if any:	Not applicable
v)	Date (s) of approval by the Board, if any:	Not applicable
vi)	Amount paid as advances, if any :	Not applicable

Note:

1. There were no material contracts or arrangements or transactions with related parties at arm's length basis during the financial year 2025-26 as per the limits prescribed under Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (*Meetings of Board and its Powers*) Rules, 2014, as may be amended from time to time and Policy on Related Party transactions of the Company framed under Regulation 23 of SEBI Listing Regulations.

2. Details of related parties have been disclosed in 12A (XII) in the Notes to Accounts

By order of the Board of Directors
For **Gita Renewable Energy Limited**

RAMAMOORTHY NATARAJAN
Managing Director
Place:- Gummidipoondi
Date:-12th August, 2026

Annexure 4

INFORMATION REQUIRED UNDER RULE 5(1) OF THE COMPANIES (*APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL*) RULES, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year.	Mr. Ramamoorthy Natarajan Mrs. Saraswathi Mr. Seshadri Sekar Mr. Sankaran Sivasailapathi	Nil Nil Nil Nil
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year	Mr. Ramamoorthy Natarajan Mrs. Saraswathi Mr. Seshadri Sekar Mr. Sankaran Sivasailapathi Mr. Kumar Vaidyanathan Mr. Manas Ranjan Sahoo (*Resigned*) Mr. Santhana Magesh	Nil Nil Nil Nil Nil Nil Nil
The percentage increase in the median remuneration of employees in the Financial Year	Nil	
The number of permanent employees on the rolls of the Company	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 an increase in the managerial remuneration	Nil	
Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby confirmed that the remuneration paid to the employees is as per the remuneration policy of the Company	

By order of the Board of Directors
For **Gita Renewable Energy Limited**

RAMAMOORTHY NATARAJAN
Managing Director
Place:- Gummidipoondi
Date:-12th August, 2026

CEO & CFO CERTIFICATION

Compliance Certificate as required under Regulation 17(8) and Regulation 62D(14) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Gita Renewable Energy Limited
Survey No.180 & 181,
OPG Nagar Periya Obulapuram Village,
Nagaraja Kandigai, Madharapakkam Road,
Thiruvallur, Gummidipoondi,
Tamil Nadu- 601 201.

Sub: Compliance Certificate as required under Regulation 17(8) and Regulation 62D(14) of SEBI (*Listing Obligations and Disclosure Requirements*) Regulations, 2015

We hereby certify that:

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

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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

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

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies

D. We have indicated to the auditors and the Audit Committee:

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **GITA RENEWABLE ENERGY LIMITED**

RAMAMOORTHY NATARAJAN
Managing Director
DIN: 00595027

Place: Gummidipoondi
Date: 29th May, 2026

KUMAR VAIDYANATHAN
Chief Financial Officer

Place: Gummidipoondi
Date: 29th May, 2026

ANNUAL COMPLIANCE REPORT OF THE CODE OF CONDUCT FOR DIRECTORS

To,
The Compliance Officer,
Gita Renewable Energy Limited,
Survey. No. 180 & 181, OPG Nagar
Periya Obulapuram Village,
Nagaraja Kandigai, Madharapakkam Road,
Thiruvallur, Gummidipoondi,
Tamil Nadu – 601 201

Sub: Annual Compliance Report of the Code of Conduct for Directors and Senior Management Personnel for the year 31st March, 2026

I, Ramamoorthy Natarajan, Managing Director of the Company of Gita Renewable Energy Limited, hereby affirm that for the financial year 31st March, 2026, all members of the Board of Directors and the Senior Management Personnel of the Company has complied with the Code of Conduct for Directors and Senior Management Personnel of the Company framed pursuant to the requirements under the SEBI Listing Regulations with Stock Exchange/s.

Yours truly,

For **Gita Renewable Energy Limited**

RAMAMOORTHY NATARAJAN
Managing Director
DIN(*00595027*)

REPORT ON CORPORATE GOVERNANCE

Non-Applicability of Corporate Governance provisions under SEBI (*Listing Obligations & Disclosure Requirements*), Regulations, 2015

CERTIFICATE ON NON-APPLICABILITY OF CORPORATE GOVERNANCE REPORT

To
The Members of
GITA RENEWABLE ENERGY LIMITED

We have examined the relevant records of Gita Renewable Energy Limited (*"the Company"*) for the financial year ended 31st March 2026.

Based on such examination and on the information, explanations and representations provided by the Management, we hereby certify that the provisions relating to submission of a Corporate Governance Report under Regulation 15(2) of the Securities and Exchange Board of India (*Listing Obligations and Disclosure Requirements*) Regulations, 2015 did not apply to the Company, since its Paid-up Equity Share Capital does not exceed ₹10 crore and its Net Worth does not exceed ₹25 crore as on 31st March 2025 (*the last day of the preceding financial year*), the provisions relating to Corporate Governance do not apply to the Company for FY 2025-26.

Accordingly, the requirement of annexing a Corporate Governance Report to the Board's Report forming part of the Annual Report for the financial year 2025-26 does not arise.

This certificate is issued for inclusion in the Company's Annual Report.

For M K MADHAVAN & ASSOCIATES
Company Secretaries

M K MADHAVAN
Proprietor
Membership No.: F8408 / C.P. No.: 16796
P.R. No. 7654/2026
Date: 12.08.2026
Place: Chennai

GITA RENEWABLE ENERGY LIMITED

REGISTERED OFFICE
SURVEY NO 180 & 181, OPG NAGAR,
PERIYA OBULAPURAM VILLAGE, NAGARAJA KANDIGAI,
MADHARAPAKKAM ROAD, THIRUVALLUR,
GUMMIDIPOONDI, TAMIL NADU - 601 201

STATUTORY AUDIT REPORT

FINANCIAL YEAR: 2025 – 2026

AUDITORS
M/s AAYUSH BOHRA A AND CO.
Chartered Accountants

No 30/113, M.K.B Nagar,
5th Cross Street, Vysarapadi
Chennai - 600 039

INDEPENDENT AUDITORS' REPORT

To
The Members of Gita Renewable Energy Limited

Report on the audit of the Ind-AS financial statements

Opinion
We have audited the accompanying Ind AS financial statements of Gita Renewable Energy Limited ("*the Company*"), which comprise the balance sheet as at March 31, 2026, and the Statement of Profit and Loss including statement of other comprehensive income, statement of cash flows and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for opinion
We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Information other than the financial statements and auditors' report thereon
The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the Ind-AS financial statements and our auditor's report thereon.

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

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

Management's responsibility for the 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 Ind-AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards (*Ind-AS*) specified under section 133 of the Act read with the Companies (*Indian Accounting Standard*) Rules, 2015 as amended. 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 Ind-AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Ind-AS financial statements

Our objectives are to obtain reasonable assurance about whether the 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 Ind-AS financial statements.

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

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS 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 Ind-AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind-AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 Ind-AS 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements
As required by the Companies (*Auditor's Report*) Order, 2020 ("*the Order*"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 the statement of comprehensive income, the cash flow statement and statement of changes in equity dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind-AS financial statements comply with the Indian accounting standards (*Ind-AS*) specified under section 133 of the Act, read with rule 7 of the Companies (*Accounts*) Rules, 2014;

(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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

(g) In our opinion, the managerial remuneration for the year ended 31st March, 2026 has been paid/provided by the company to its directors in accordance with the provisions of section 197 read with schedule V to the Act

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

a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;

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

c. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company

d. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts

i. The company has not advanced any funds to or in any other persons or entities, including foreign entities ("*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 other than those disclosed in the notes to accounts

ii. The company has not received any funds from any persons or entities, including foreign entities ("*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 other than those disclosed in the notes to accounts

iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

iv. The company has not declared or paid any dividend during the year.

v. Proviso to Rule 3 (1) of the Companies (*Accounts*) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023 and accordingly, reporting under Rule 11 (g) of the Companies (*Audit and Auditors*) Rules, 2014 is applicable for the financial year ended 31st March, 2026.

For AAYUSH BOHRA A AND CO
Chartered Accountants
Firm Registration No. 026932S

(Aayush Bohra A)
Membership No. 264988
UDIN No: 26264988PQFBIE6736
Place: Chennai
Date: 29.05.2026

Annexure "A" to the Independent Auditor's Report*

(*Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Gita Renewable Energy Limited of even date*)

1. In respect of the Company's fixed assets:

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

   (b) The Company does not have any intangible assets and accordingly, provisions of clauses (i) (a) (B) of the Order is not applicable to the Company.

   (c) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However, during the year under review no physical verification has been undertaken, since the company has sold Properties, Plant, Machinery, equipment and liabilities relating to waste heat recovery plant and coal based thermal plant to the related party except other Assets and Liabilities by way of slump sale as defined in Section 2 (42 C) of the Income Tax Act 1961 as going concern for a lump sum consideration.

   (d) According to the information and explanations given to us, the records examined by us and based on the examination of the documents provided to us, since the assets are moved out from the company, the requirements for checking the conveyance deeds, title deeds and other related physical verification does not arise.

   (e) 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 during the year.

2. The inventory (*if any*) has been physically verified by the management during the year at reasonable intervals. Based on the explanations, books and records made available, there no inventories available with the company. Accordingly, paragraph 3(ii) of the Order is not applicable.

3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4. In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.

   During the year, investments made and terms and conditions of grant of all loans and advances are not prejudicial to Company's interest.

5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:

   (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company 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, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable.

   According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute, except as per details below:

Statute	**Nature of dues**	**Amount (*Rs.in lakhs*)**	**Period to which the amount relates**	**Forum where the dispute is pending**
NIL				

8 In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institutions or banks or any government. or any debenture holders during the year. The Company does not have any dues to debenture holders during the year.

9. The term loans taken during the year have been applied for the purposes for which those are raised. The Company has not raised any money by way of initial public offer or further public offer (*including debt instruments*).

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

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

14 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 convertible debentures during the year. Accordingly, paragraph 3(x) (b) of the order is not applicable.

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

16 According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, clause 3 (xvi) (a) and (b) of the Order is not applicable.

17 (a) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3 (xvi) (c) of the Order is not applicable.

(b) According to the information and explanations given to us during the course of audit, the Group does not have CIC. Accordingly, the requirements of clause 3 (xvi) (d) are not applicable.

18 On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.

19 In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (*43 of 1961*). Accordingly, paragraph 3 (viii) of the Order is not applicable.

20 The Company has not incurred any cash losses in the current financial year. Accordingly, clause 3 (xvii) of the Order is not applicable.

21 There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.

22 In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

23 In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3 (xx) (a) and 3 (xx) (b) of the Order are not applicable.

For AAYUSH BOHRA A AND CO
Chartered Accountants
Firm Registration No. 026932S

(Aayush Bohra A)
Membership No. 264988
UDIN No: 26264988PQFBIE6736
Place: Chennai
Date: 29.05.2026

Annexure "B" to the Independent Auditor's Report

(*Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Gita Renewable Energy Limited of even date*)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gita Renewable Energy Limited ("*the Company*") as at 31st March, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 internal financial controls over financial reporting of the Company 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*") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, 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 effectivenessof 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 system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For AAYUSH BOHRA A AND CO
Chartered Accountants
Firm Registration No. 026932S

(Aayush Bohra A)
Membership No. 264988
UDIN No: 26264988PQFBIE6736
Place: Chennai
Date: 29.05.2026

GITA RENEWABLE ENERGY LIMITED			
CIN: L40108TN2010PLC074394			
Survey No 180 & 181 OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Thiruvallur, Gummidipoondi, Tamil Nadu - 601 201			
STATEMENT OF ASSETS AND LIABILITIES AS AT 31st March 2026			
			Amount in Lakhs
ASSETS	**Notes**	**For the year ended 31st March 26**	**For the year ended 31st March 25**
Non-Current Assets			
Property, Plant and Equipment		-	-
Financial Assets		-	-
(i) Investments	**3**	576.76	576.76
(ii) Loans and advances	**4**	746.17	756.56
		1,322.94	**1,333.33**
Current Assets			
Inventories	**5**	-	-
Financial Assets		-	-
(i) Trade Receivables	**6**	-	-
(ii) Cash & Cash Equivalents	**7**	22.12	13.15
(iii) Loans & Advances	**8**	1.08	15.62
Other Current Assets	**9**	-	0.19
		23.20	**28.97**
TOTAL ASSETS		**1,346.13**	**1,362.29**
EQUITY AND LIABILITIES		**For the year ended 31st March 26**	**For the year ended 31st March 25**
Equity			
Equity Share Capital	**10**	411.23	411.23
Other Equity	**11**	884.91	900.29
		1,296.14	**1,311.52**
Liabilities		-	-
Non-current liabilities		**-**	-
Financial Liabilities		-	-
(i) Borrowings	**12**	-	-
Deferred tax liabilities (Net)	**13**	-	-
Current liabilities			
Financial Liabilities			
(i) Trade payables	**14**	48.98	49.48
Outstanding dues to Micro & Small Enterprises		-	-
Outstanding dues to Creditors other than Micro & Small Enterprises		-	-
Other current liabilities	**15**	1.02	1.29

		50.00	50.77
TOTAL EQUITY AND LIABILITIES		**1,346.13**	**1,362.29**
Significant Accounting Policies			**Note-1**
Other notes and disclosures		**Note-2**	
The accompanying notes thereon form an integral part of the Balance Sheet.			
This is the Balance Sheet referred to in our report of even date.			

For Aayush Bohra A And Co
Chartered Accountants
Firm Reg No: 026932S

Aayush Bohra A
UDIN No: 26264988PQFBIE6736
M. No. 264988

Place - Gummidipoondi
Date - 29.05.2026

For **Gita Renewable Energy Limited**

R Natarajan
Director
DIN : 00595027

Saraswathi
Director
DIN: 07140959

Kumar Vaidyanathan
CFO
Place - Gummidipoondi
Date - 29.05.2026

Santhana Magesh
Company Secretary

GITA RENEWABLE ENERGY LIMITED			
CIN: L40108TN2010PLC074394			
Survey No 180 & 181 OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Thiruvallur, Gummidipoondi, Tamil Nadu – 601 201			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST March 2026			
			Amount in Lakhs
		For the year ended 31st March 26	**For the year ended 31st March 25**
Revenue from Operations	**16**	-	5.60
Other Incomes	**17**	32.24	11.45
TOTAL INCOME		**32.24**	**17.05**
EXPENSES			
Purchases of stock-in-trade	**18**	-	-
Changes in inventories of F.G, W.I.P and stock-in-trade	**19**	-	-
Employee benefit Expenses	**20**	11.58	21.20
Finance cost	**21**	1.49	0.66
Depreciation and amortisation expense		-	-
Other expenses	**22**	20.38	34.80
TOTAL EXPENSES		**33.45**	**56.65**
Net Profit before Taxation		**(1.21)**	**(39.61)**
Less: Provision for Taxation:			
Current Tax		-	-
Earlier year Tax		-	-
Net Current Tax		-	(0.34)
Deferred Tax		-	-
Total Tax Expenses		**-**	(0.34)
Net Profit for the year From continuing Operations		**(1.21)**	**(39.27)**
Profit/Loss from Discontinuing Operations			
Tax Expense of Discontinuing Operations			
Profit/ (Loss) from Discontinuing Operations (after Tax)			
NET PROFIT FOR THE YEAR		**(1.21)**	**(39.27)**
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			

- Remeasurements of the defined benefit plans		-	-
Less: Income Tax on Above		-	-
- Change in fair value of Equity instruments		-	-
Less: Income Tax on Above		-	-
		-	-
Other Comprehensive Income			
		-	-
Total Comprehensive Income for the period		**(1.21)**	**(39.27)**
Earing per Equity Shares(EPS)			
(Face value Rs.10/- per shares)			
Basic / Diluted Earnings per Share		**(0.00)**	**(0.01)**
Significant Accounting Policies		**Note-1**	
Other notes and disclosures		**Note-2**	
The accompanying notes thereon form an integral part of the Statement of Profit and Loss.			
This is the Statement of Profit and Loss referred to in our report of even date.			

For Aayush Bohra A And Co
Chartered Accountants
Firm Reg No: 026932S

For **Gita Renewable Energy Limited**

R Natarajan
Director
DIN : 00595027

Saraswathi
Director
DIN: 07140959

Aayush Bohra A
UDIN No: 26264988PQFBIE6736
M. No. 264988

Place - Gummidipoondi
Date - 29.05.2026

Kumar Vaidyanathan
CFO
Place - Gummidipoondi
Date - 29.05.2026

Santhana Magesh
Company Secretary

GITA RENEWABLE ENERGY LIMITED			
CIN: L40108TN2010PLC074394			
Survey No 180 & 181 OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Thiruvallur, Gummidipoondi, Tamil Nadu – 601 201			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026			
			Amount in Lakhs
PARTICULARS		**For the year ended 31st March 26**	**For the year ended 31st March 25**
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		(1.21)	(39.61)
Add/(Less) Adjustments:			
Depreciation		-	-
Finance cost		1.49	0.66
Interest received		(7.31)	(10.34)
Dividend Income		(1.12)	(1.10)
Provision		-	-
Operating Profit before Working Capital Changes		**(8.15)**	**(50.40)**
Adjustments for movements in:		-	-
Inventories		-	-
Trade Receivables		-	13.90
Long term loans and advances		10.39	36.05
Short term Loans & Advances		14.55	8.89
Other Current Assets		0.19	(0.19)
Trade Payable		(0.50)	(0.59)
Other Current Liabilities		(0.27)	(9.20)
Net (Outflow)/Inflow		**24.35**	**48.86**
Cash Generated from Operations		**16.20**	**(1.53)**
Payment of Direct Taxes		(1,417)	
Net Cash Flow From Operating Activities	**A**	**(1,400.77)**	**(1.53)**
CASH FLOW FROM INVESTING ACTIVITIES			
Investment		-	-
Purchase of shares and Bonds		-	-
Interest Income		7.31	10.34
Dividend Income		1.12	

Net Cash used in Investing Activities	**B**	**8.43**	**10.34**
CASH FLOW FROM FINANCING ACTIVITIES			
Long Term borrowings		-	-
Finance Charges Paid		(1.49)	(0.66)
Net Cash flow from Financing Activities	**C**	**(1.49)**	**(1)**
Net Increase / (Decrease) in Cash & Cash equivalents	**A+B+C**	**8.97**	**9.60**
Cash & Cash Equivalents at the beginning of the year		13.15	3.56
Cash & Cash Equivalents at the end of the year		**22.12**	**13.15**
Components of Cash and Cash equivalents at the year end			
Cash on Hand		0.95	0.80
Balances with Scheduled Bank		-	-
- in Current account		21.17	12.35
-in Cash Credit Account		-	-
- in Fixed deposit		-	-
		22.12	**13.15**

For Aayush Bohra A And Co
Chartered Accountants
Firm Reg No: 026932S

Aayush Bohra A
UDIN No: 26264988PQFBIE6736
M. No. 264988

Place - Gummidipoondi
Date - 29.05.2026

For **Gita Renewable Energy Limited**

R Natarajan
Director
DIN : 00595027

Saraswathi
Director
DIN: 07140959

Kumar Vaidyanathan
CFO
Place - Gummidipoondi
Date - 29.05.2026

Santhana Magesh
Company Secretary

GITA RENEWABLE ENERGY LIMITED			
CIN: L40108TN2010PLC074394			
Survey No 180 & 181 OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Thiruvallur, Gummidipoondi, Tamil Nadu – 601 201			
Notes forming part of Financial Statements for Year Ended 31st March 2026			
			Amount in Lakhs
		For the year ended 31st March 26	**For the year ended 31st March 25**
3	**Investments**		
	Investment in Shares		
	Investment in Equity Shares fully Paid-up		
	Eq.Shares- Sonal Vyapar Pvt.Ltd	482.18	482.18
	Eq.Shares- Manaksia Coated Metals & Industries Ltd	94.59	94.59
		576.76	**576.76**
4	**Long Term Loans and Advances**		
	(Unsecured unless otherwise stated)		
	Unsecured , Considered good		
	Advances (Long term)	746.17	756.56
	Security Deposits	-	-
		746.17	**756.56**
5	**Inventories**		
	Stock	-	-
		-	**-**
	Value of inventory has been taken as valued and certified by Management.		
		-	**-**
6	**Trade Receivables**		
	Unsecured, Considered Good		
	- Outstanding for a period exceeding six months	-	-
	- Others	-	-
		-	**-**
7	**Cash and Cash Equivalents**		

	Balances with Scheduled Banks		
	- in Current account	21.17	12.35
	- in Fixed deposit	-	-
	- Debit balance in cash credit account	-	-
	Cash on Hand	0.95	0.80
		22.12	**13.15**
8	**Loans and Advances**		
	Unsecured, Considered Good		
	Advance recoverable in cash or kind or for value to be received	-	-
	Advance Income Tax/Tax deducted at source	0.84	1.25
	Balances with Government authorities	-	14.36
	Other loans and advances	0.23	0.01
		1.08	**15.62**
9	**Other Current Assets**		
	Advance to contractors	**-**	**-**
	Prepaid Expenses (Current)	**-**	0.19
	Interest Receivable	-	-
		-	**0.19**
10	**Share Capital**		
10.1	**Number of shares issued, subscribed and fully paid, subscribed but not fully paid, par value per share**		
	Authorised		
	42,50,000 Equity shares of Rs. 10 each	425.00	425.00
	(*Previous Year 42,50,000 Equity Shares*)		
	Issued, Subscribed and Paid up capital		
	41,12,296 Equity shares of Rs.10 each fully paid	411.23	411.23

	(*Previous Year 41,12,296 Equity Shares*)		
		411.23	**411.23**
10.2	**Reconciliation of share outstanding at the beginning of the year and at the end of the year**		
	Opening number of shares outstanding	41,12,296	41,12,296
	Shares issued		
	Shares redeemed		
	Closing number of shares outstanding	**41,12,296**	**41,12,296**
10.3	**Rights attached to equity shares**		
	The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares dividend and pays dividend in Indian rupees. As regards capital, the holders of equity shares are entitled to receive remaining assets of the Company after distribution of preferential amounts. The distribution to the equity shareholders will be in the proportion to the number of shares held by them.		
10.4	**Shares in the Company held by each shareholder holding more than 5 percent shares**		
	For the year ended 31st March 26		
	Equity Shares of Rs. 10 each fully paid	**% of Shares**	**No of Shares**
	Kanishk Steel Industries Limited	*19.00%*	7,81,399
	Chennai Material Recycling & Trading Co Pvt Ltd	*8.53%*	3,50,654
	Radiant Solutions Limited	*6.95%*	2,85,714
	Avantika Gupta	*8.94%*	3,67,525
	Sudha Gupta *(% Change during the year 2.46%)*	*9.04%*	2,70,393

	Arvind Gupta	*5.89%*	2,42,009
	Dhanvarsha Enetrprises & Investments Pvt Ltd	*6.76%*	2,78,151
	For the year ended 31st March 25		
	Equity Shares of Rs. 10 each fully paid	**% of Shares**	**No of Shares**
	Kanishk Steel Industries Limited	*19.00%*	7,81,399
	Chennai Material Recycling And Trading Co Pvt Ltd	*8.53%*	3,50,654
	Radiant Solutions Limited	*6.95%*	2,85,714
	Avantika Gupta	*8.94%*	3,67,525
	Sudha Gupta	*5.78%*	2,37,742
	Arvind Gupta	*5.89%*	2,42,009
	Dhanvarsha Enetrprises & Investments Pvt Ltd	*6.76%*	2,78,151
11	**Other Equity**		
11.1	**General Reserve**		
	Balance at the beginning and at the end of the year	2,132.79	2,132.79
11.2	**Revaluation Reserve**		
	Balance at the beginning and at the end of the year	-	-
11.3	**Surplus i.e. Balance in the Statement of Profit & Loss**		
	As per last Balance Sheet	(1,232.50)	(1,193.24)
	Add: Profit for the year	(1.21)	(39.27)
		(1,233.72)	**(1,232.50)**
	Less: Appropriations	-	-
	Proposed Dividend on Equity Shares	-	-
	Income tax for the Previous year	14.17	-
	Transfer to General Reserve	-	-
	Net Surplus in the statement of Profit and Loss	**(1,247.89)**	**(1,232.50)**
	Total Reserves and Surplus	**884.91**	**900.29**
12	**Borrowings**		

	Unsecured		
	Loans from Others	-	-
	Loans from Directors	-	-
		-	**-**
13	**Deferred Tax Liability(Net)**		
	The Company estimates the deferred tax charge/ (credit) using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. In compliance with the Accounting Standard on Accounting for taxes on income (AS-22) issued by ICAI, the breakup of net deferred tax liability is provided below:		
	Deferred Tax Liability/(Asset)		
	Depreciation	-	-
	Net Deferred Tax Liability/(Asset)	**-**	**-**
14	**Trade Payable**		
	Trade Payables w.r. to MSME		
	- Less Than 1 year	3.00	2.00
	- 1 to 2 years	-	-
	- 2 to 3 years	-	-
	- More Than 3 years	-	-
	Trade Payables w.r. to Others	-	-
	- Less Than 1 year	-	-
	- 1 to 2 years	45.98	47.48
	- 2 to 3 years	-	-
	- More Than 3 years	-	-
		48.98	**49.48**
15	**Other Current Liabilities**		
	Other payables		
	Liabilities for expenses	1.00	1.00
	Provision for Taxation	-	-

	Duties and taxes payable	0.02	0.29
		1.02	**1.29**
16	**Revenue From Operations**		
	Sale of Products		
	Sale of Goods	-	-
	Other Operating income	-	5.60
		-	**5.60**
17	**Other Income**		
	Interest Income	7.31	10.34
	Dividend Income	1.12	1.10
	Intraday Profit	27.60	-
	Loss on Sale of Shares	(4.90)	-
	Income tax refund Int.	0.04	-
	Other Income	0.02	-
	Liabilities written off	1.05	-
		32.24	**11.45**
18	**Purchase of Stock in Trade**		
	Purchase of Stock	-	-
		-	
19	**Changes in Inventories**		
	Inventories at the end of the year		
	Stock-in-trade	-	-
	Inventories at the beginning of the year	-	-
	Stock-in-trade	-	-
20	**Employee Benefit Expenses**		
	Salaries, Wages & Bonus	11.19	20.65
	Contribution to Provident and other funds	-	-
	Staff Welfare Expenses	0.39	0.55
	Director Remuneration	-	-
		11.58	**21.20**
21	**Finance Costs**	-	-

21.1	**Interest expenses**		
	Interest on Loans	-	-
	Interest on Bank loan	-	-
21.2	**Other borrowing costs**		
	Bank Charges and Commission	1.49	0.66
		1.49	**0.66**
		1.49	**0.66**
22	**Other expenses**		
	Advertisement Expenses	0.34	0.49
	Guest house	-	0.52
	Rent, Rates & Taxes	0.38	0.06
	Telephone charges	0.78	0.34
	Travelling Expenses	1.92	2.28
	Professional Charges	8.03	17.59
	Printing and Stationery	0.56	1.39
	Audit Fees	1.00	1.00
	Listing Fee	3.88	4.60
	Security Charges	-	3.30
	STT and Other Transaction Charges	0.20	-
	Repairs & Maintenance	-	0.44
	Directors Sitting fees	0.30	1.00
	Share Transfer Expenses	1.58	0.66
	Labilities Written Off	-	-
	CSR Expenditure	1.15	0.44
	Miscellaneous Expenses	0.26	0.67
		20.38	**34.80**
a)	**Payment to Auditors (*excluding taxes*)**		
	As auditor		
	- Statutory audit	0.65	0.65
	- Tax audit	0.35	0.35
b)	**For Taxes**	-	-

GITA RENEWABLE ENERGY LIMITED					
CIN: L40108TN2010PLC074394					
Survey No 180 & 181 OPG Nagar, Periya Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Thiruvallur, Gummidipoondi, Tamil Nadu – 601 201					
Statement of Changes in Equity for Year Ended 31st March 2026					
					Amounts in ₹
10	Equity Share Capital				
		For the year ended 31st March 26		**For the year ended 31st March 2025**	
	Authorised Share Capital	**No. of shares**	**INR**	**No.of shares**	**INR**
	Balance at the beginning of the reporting period	42,50,000	4,25,00,000	42,50,000	4,25,00,000
	Changes in equity share capital during the year	-	-	-	-
	Balance at the end of the reporting period	**42,50,000**	**4,25,00,000**	**42,50,000**	**4,25,00,000**
		For the year ended 31st March 26		**For the year ended 31st March 2025**	
	Issued Share Capital	**No.of shares**	**INR**	**No.of shares**	**INR**
	Balance at the beginning of the reporting period	41,12,296	4,11,22,960	41,12,296	4,11,22,960
	Changes in equity share capital during the year				
	Balance at the end of the reporting period	**41,12,296**	**4,11,22,960**	**41,12,296**	**4,11,22,960**
11	Other Equity				
	For the year ended 31st March 26	**General Reserve**	**Retained Earnings**	**Re valuation Reserve**	**Total**
	Balance at the beginning of the reporting period	21,32,79,391	(12,32,50,337)	-	9,00,29,054
	Profit / (Loss) for the Year		(1,21,406)		(1,21,406)
	Adjustment for Income Tax		(14,16,970)		(14,16,970)
	Balance at the end of the reporting period	**21,32,79,391**	**(12,47,88,713)**		**8,84,90,678**
	For the year ended 31st March 25	**General Reserve**	**Retained Earnings**	**Re valuation Reserve**	**Total**

	Balance at the beginning of the reporting period	21,32,79,391	(11,93,23,590)		9,39,55,801
	Profit / (Loss) for the Year		(39,26,747)		(39,26,747)
	Adjustment for Income Tax		-		-
	Balance at the end of the reporting period	**21,32,79,391**	**-12,32,50,337**	-	**9,00,29,054**

Note 1:

Notes attached to and forming part of the Balance Sheet as at 31-3-2026 and the Profit and Loss account for the year ended on that date:

1. Corporate Information:
Gita Renewable Energy Limited (*the Company*) incorporated under the Companies Act, 1956, in the year 2010, is engaged in generation of electricity from Non-conventional sources. The company's shares are listed on the Bombay Stock Exchange Limited and the shares are traded regularly.

2. Significant Accounting Policies:

2.1 Basis of Preparation
The financial statements of the company have been prepared in accordance with Indian accounting standards (*Ind AS*) as notified under Section 133 of the Companies Act, 2013 read with the Companies (*Indian Accounting Standards*) Rules, 2015 (*as amended from time to time*) and presentation requirements of Division II of Schedule III to the Companies Act, 2013

2.2 Use of Estimates
The preparation of the financial statements in conformity with IND AS requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. The Company believes that the estimates used in the preparation of the financial statements as prudent and reasonable. Accounting estimates could change from period to period. Actual results could differ from those estimates.

2.3 Revenue Recognition:

i. Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

ii. Sale of products is recognized when the significant risk and reward of ownership of the goods have been passed to the buyer. Revenue is measured at fair value of the consideration received or receivable, after deduction of any taxes or duties collected on behalf of the government which are levied on sales such as VAT, GST, etc.

iii. Dividend income, if any, is recognized when the company's right to receive dividend is established by the reporting date.

iv. Interest income from financial assets is recognized at the effective interest rate applicable on initial recognition.

v. Scrap sales is recognized at the fair value of consideration received or receivable upon transfer of significant risk and rewards. It comprises of invoice value of goods and after deducting applicable taxes on sale.

2.4 Depreciation:
Depreciation on Tangible assets is provided on the straight-line method over the useful lives of assets as per the rates specified under Schedule II of the Companies Act, 2013 on pro-rata basis.

2.5 Property, Plant and Equipment (PPE):

a. Property, Plant and Equipment are stated at cost of acquisition net of accumulated depreciation/amortization and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

b. The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalized and the carrying amount of replaced parts are de-recognized. When each major inception/ overhauling is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/ overhauling (as distinct from physical parts) is de- recognized.

c. Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalization criteria in accordance with IND AS 16 are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

d. PPEs are eliminated from the financial statements on disposal or when no further benefit is expected from its use or disposal. Gains or losses arising from disposal of plant, property and equipment are measured as the difference between the net disposal proceeds and the carrying amount of such assets are recognized in the statement of profit and loss.

2.6 Impairment of Non – Financial Assets:

i)The carrying values of non-financial assets are reviewed for impairment at each Balance Sheet date, if there is any indication of impairment based on internal and external factors.

ii) Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation /amortization for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.

iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

2.7 Foreign Exchange Transactions:
Foreign Currency Transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognized in the statement of Profit and Loss. Non- monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rates at the time of transaction.

During the year, the company has not entered into any foreign exchange contract under review.

2.8 Borrowing Cost:
All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets, which are capitalized. During the year under review, there was no borrowing attributable to qualifying assets and hence no borrowing cost was capitalized.

2.9 Segment Accounting:
The Company is principally engaged in generation of electricity from Non-conventional sources

2.10Current 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 realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized 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 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 operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

2.11 Taxes on Income:
Provision for current tax is made in accordance with the Income Tax Act, 1961.

In accordance with the IND AS 12, Deferred Tax Liability / Asset arising from timing differences between book and income tax profits is accounted for at the current rate of tax to the extent these differences are expected to crystallize in later years. However, Deferred Tax Assets are recognized only if there is a reasonable / virtual certainty of realization thereof.

2.12 Provisions and Contingencies:
Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements contingencies are recorded when it is probable that a liability will be incurred and the amounts can reasonably be estimated.

Differences between the actual results and estimates are recognized in the year in which the results are known materialized.

2.13 Financial Instruments:
A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

2.13.1 Financial Asset

i. Financial assets comprise of investments in Equity, Trade Receivables, Cash and Cash Equivalents and Other Financial Assets.

ii. Depending on the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:

a) Amortized cost; or
b) Fair value through Other Comprehensive Income (FVTOCI); or
c) Fair value through Profit or Loss (FVTPL)
d) Amortized cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.

iii. The Company classifies its financial assets for measurement as below:-

Basis of Measurement	Financial Assets
Amortized Cost	Trade Receivables, Loan and advances given to employees and related parties, deposits and other advances recoverable in cash or kind.
FVTOCI	Investment in Equity instruments
FVTPL	Forward exchange contracts

iv. The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognized in the statement of profit and Loss.

v. The company assesses at each balance sheet date whether the financial asset or group of financial assets is impaired. IND AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

2.13.2 Financial Liability

i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, financial guarantee obligation and other financial liabilities.

ii) ii) The Company measures its financial liabilities as below:

Basis of measurement	Financial Liability
Amortised Cost	Borrowings, trade payables, interest accured, unclaimed / disputed dividends, security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange forward contracts being derivative contracts do not qualify for hedge accounting under IND AS 109.

iii) Financial liabilities are derecognised when and only when it is extinguished (i.e) when the obligation specified in the contract is discharged or cancelled or expired.

iv) Upon de-recognition of its financial liabilities or part thereof, 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 recognized in the Statement of Profit and Loss.

5.14 Fair value measurement

i. 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.

ii. The fair value of an asset or a liability is measured / disclosed using the assumptions that the market participants would use when pricing the asset or liability, assuming that the market participants act in the economic best interest.

iii. All assets and liabilities for which fair value is measured are disclosed in the financial statements are categorised within fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are directly or indirectly observable.
Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are unobservable.

iv. For assets and liabilities that are recognised in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period (i.e) based on the lowest level input that is significant to the fair value measurement as a whole.

v. For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.

vi. The basis for fair value determination for measurement and / or disclosure purposes is detailed below:

a. Investments in Equity
The fair value is determined by reference to their quoted prices at the reporting date. In the absence of the quoted price, the fair value of the equity is measured using generally accepted valuation techniques.

b. Forward exchange contracts
The fair value of forward exchange contracts is based on the quoted price if available; otherwise, it is estimated by discounting the difference between contractual forward price and current forward price for the residual maturity of the contract using government bond rates.

c. Non-derivative financial liabilities
The fair value of non-derivative financial liabilities viz, borrowings are determined for disclosure purposes calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

12A. Additional Information to the Financial Statements

i) Remaining business of the Company is in the field of operation and maintenance of power generating units and others ancillary operations retained with the Company. There is no major adverse effect on the going concern of the Company. During the year the revenue of your Company is Rs.32,23,620 /- as against Rs. 17,04,645/-.

ii) Contingent liability not provided for:
(a) Counter Guarantees furnished to the bank Rs. Nil (Previous year Rs. Nil).
(b) Towards outstanding Letter of Credit Rs. Nil (Previous year Rs. Nil) on account of import of raw materials.

iii) Estimated amount of contracts remaining to be executed on capital accounts and not provided for Rs. Nil (Previous year Rs. Nil).

iv) Claims against the Company not acknowledged as Debt Rs. Nil. Contingent liabilities not provided for Rs. Nil.

v) Employee / Retirement Benefits: No provision for Retirement Benefits / gratuity to employees has been made since there are no employees eligible for the same.

vi) There are no dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, as at March 31, 2026 which is on the basis of such parties having been identified by the management and relied upon by the auditors.

vii) As on the closing date, Company has circularized/sought confirmation of balance letters to/from sundry debtors and Loans and Advance paid to parties / sundry creditors. In the absence of negation, the balances appearing the books are taken as correct.

viii) Value of Imported & Indigenous Raw Materials, Spare Parts Components consumed Rs. Nil (previous year Rs. Nil).

ix) CIF Value of Imports: Rs. Nil

Remittance in Foreign Currency towards Dividend – Rs. Nil.

Earnings in Foreign Currency Rs. Nil (Previous year Rs. Nil)

RELATED PARTY DISCLOSURES

Details of related parties including summary of transactions entered into by the Company during the year ended 31st March 2026 are summarized below:

<table>
<tr><th colspan="3">Names of related parties and description of relationship:</th></tr>
<tr><td>Key management personnel</td><td colspan="2">R. Natarajan, Managing Director
Sarswathi, Director
Seshadri Sekar, Independent Director
Sankaran Sivasailapathi, Independent Director
Kumar Vaidyanathan, CFO
Santhana Magesh, Company Secretary (w.e.f 10th February, 2026)
Manas Ranjan Sahoo, Company Secretary (till 12th December, 2025)</td></tr>
<tr><td>Entities under common control or Entities over which KMP or their relatives are able to exercise significant influence / control (directly or indirectly)</td><td>1. Chennai Ferrous Industries Limited
2. Avanti Metals Private Limited
3. ASAS Industries Private Limited
4. OPG Renewable Energy Private Limited
5. Poleman Steels Private Limited
6. Tamilnadu Enterprises & Investments Private Limited
7. Assam Mercantile Company Limited
8. Tamilnadu Property Developers Private Limited</td><td>18. Brics Hydro Power LLP
19. Avanti Electric LLP
20. Avanti Hydro LLP
21. Bee Wind Power LLP
22. Park Power Generation LLP
23. Samriddhi Solar Power LLP
24. T.G.I. Board & Box LLP
25. Olympus Ventures LLP
26. Brics Solar Power LLP</td></tr>
</table>

	9. OPG Power & Infrastructure Private Limited 10. Mayfair Power Generation Private Limited. 11. Durga Wind Power Private Limited 12. OPG Power Maharashtra Private Limited. 13. Apollo Ventures LLP 14. Brics Hydro Power LLP 15. Bee Solar Energy LLP 16. Ujjain Enterprises & Holdings LLP 17. ASAS Vidyut Infra LLP	
Other Related Parties (Promoter & Promoter Group)	1. Avantika Gupta 2. Arvind Gupta 3. Sudha Gupta 4. Renu Devi Jalan 5. Samriddhi Bubna 6. Abhishek Saraff 7. Vandana Gupta . 8. Gita Devi 9. Alok Gupta 10. Roop Chand Betala 11. Ravi Gupta 12. Arvind Kumar Gupta	13. Nivedita Gupta 14. Subhash Chandra Saraff 15. Kanishk Steel Industries Limited 16. Dhanvarsha Enterprises and Investments Private Limited 17. Goodfaith Vinimay Private Limited 18. OPG Business Centre Private Limited 19. Assam Mercantile Co Limited 20. Indian Corporate Business Centre Ltd 21. Radiant Solutions Ltd

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Related party transactions:

Name of the transacting related party	**Relationship**	**Nature of transactions**	**Amount Outstanding as on 31.3.2026 (Closing basis)**
Santhana Magesh	Company Secretary	Salary	Rs. 1,57,570/-

x) SEGMENT INFORMATION FOR THE YEAR ENDED 31st MARCH 2026.

Business Segment:

(a)The Company operates in generation of electricity from Non-conventional sources. Therefore, the Company is of the view that the disclosure requirement of Accounting Standard IND AS -108 issued by the Institute of Chartered Accountants of India is not applicable to the Company.

Sl.No	**Earnings Per Share:**	**2025-26**	**2024-25**
a)	Weighted Average No. of Equity Shares of Rs.10/- each	41,12,296	41,12,296
b)	Net profit after tax available for equity shareholders (Rs.)	-1,21,406	-39,26,747
c)	Basic and diluted earning per share (Rs.)	-0.00	-0.01

xi) Previous year figures:

Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.

xii) Key Financial Ratios: As per the Attachment

FFor Aayush Bohra A And Co
Chartered Accountants
Firm Reg No: 026932S

Aayush Bohra A
UDIN No: 26264988PQFBIE6736
M. No. 264988

Place - Gummidipoondi
Date - 29.05.2026

For **Gita Renewable Energy Limited**

R Natarajan
Director
DIN : 00595027

Saraswathi
Director
DIN: 07140959

Kumar Vaidyanathan
CFO
Place - Gummidipoondi
Date - 29.05.2026

Santhana Magesh
Company Secretary