

NYSSA CORPORATION LIMITED

CIN: L70101MH1981PLC024341

Regd. Office: 2, Gulmohar Complex, Opposite Anupam Cinema,
Station Road, Goregaon (East), Mumbai, Maharashtra, 400 063

Tel No.: +91 22-6050 2425, E-mail: nyssacorp@gmail.com, URL: <https://www.nyssacorporation.com>

July 14, 2026

The Deputy Manager

Dept. of Corp. Services

BSE Limited

P. J. Towers, Dalal Street, Fort

Mumbai – 400 001

Ref: Scrip Code: 504378

Sub: Submission of Annual Report for FY 2025-26

Respected Sir or Madam,

Pursuant to Regulation 30 and 34 read with Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith the Annual Report 2025-26 together with Notice of Annual General Meeting.

The Annual Report for the FY 2025-26 is also made available on the Company website https://www.nyssacorporation.com/annual_report.php

Thanking You,

Yours Faithfully,

For **NYSSA CORPORATION LIMITED**

Sandeep Gaur

DIN: 05284870

Whole-time Director

Enclosed: a/a

45th Annual Report 2025-26



Nyssa Corporation Limited

Corporate Identification No.: L70101MH1981PLC024341

BOARD OF DIRECTORS

Mr. Sandeep Gaur	Whole-time Director
Mr. Brindaban Kar	Non-Executive Director
Mr. Dhiraj Kr. Das	Independent Director
Mrs. Vandana Singh	Independent Director

KEY MANAGERIAL PERSONNEL

Ms. Shruti Poddar	Company Secretary & Compliance Officer
Mr. Arun Das	Chief Financial Officer

45th
Annual
Report
2025 - 26

AUDITORS

M/s. G P Sharma & Co. LLP
 Chartered Accountants
 A/ 702-703, Crystal Plaza, New Link Road,
 Andheri (West), Mumbai – 400 053

BANKERS

Union Bank of India

REGISTERD OFFICE

002, Gulmohar Complex, Opp. Anupam Cinema,
 Station Road, Goregaon (E),
 Mumbai 400063, Maharashtra, India

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
 No. 9, Shiv Shakti Ind. Estate
 Gr. Floor, J. R. Boricha Marg
 Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date	August 11, 2026
Time	3.00 PM
Deemed Venue	Registered Office

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AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Notice

Notice is hereby given that the 45th Annual General Meeting of the members of **NYSSA CORPORATION LIMITED** will be held on Tuesday, 11th August 2026 at 3.00 P.M. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with Ministry of Corporate Affairs General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-/P/CIR/2024/133, dated October 3, 2024, to transact the following businesses as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Directors in place of Mr. Brindaban Kar (DIN: 11493860), who retires by rotation, being eligible, offers himself for re-appointment

Explanation: Based on the terms of appointment, office of Executive Directors and the Non-Executive & Non-Independent chairman are subject to retirement by rotation. Mr. Brindaban Kar, who was appointed on January 23, 2026, as Non-Executive Director of the Company and whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Brindaban Kar (DIN: 11493860), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

SPECIAL BUSINESS:

3. Appointment of Statutory Auditors for a period of 5 years:

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad (FRN: 119020W), as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this 45th Annual General Meeting until the conclusion of the 50th Annual General Meeting, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

4. Re-designation of Mr. Sandeep Gaur (DIN: 05284870) as Chairman & Managing Director of the Company for the period of 3 years

To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Central Government, if any, required, the Company hereby approves appointment of Mr. Sandeep Gaur (DIN: 05284870) as Chairman & Managing Director of the Company, for a period of 3 years commencing from 1st July 2026 up to 30th June, 2029, upon the terms and conditions set out in the draft agreement submitted to this meeting and for identification signed by Chairman thereto, which agreement is hereby specifically approved with authority to the Board of Directors including committees thereof, to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto”.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Sandeep Gaur, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for

the time being in force) as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Mr. Sandeep Gaur, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/ or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. To appoint Ms. Isha Bothra as Secretarial Auditor and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with provisions of Section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment, modification or variation thereof, Ms. Isha Bothra, Practicing Company Secretary (ACS No. A27531, C. P. No. 9949, Peer Review Certificate No. 2750/2022), be and is hereby appointed as the Secretarial Auditor of the Company, for a period of five (5) years and to hold office from the conclusion of this 45th Annual General Meeting till the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2031, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2026-27 till the Financial Year 2030-31, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company, as approved by Board of Directors of the Company.

“RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

6. To consider and approve the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘Board’) to borrow from time to time any sum or sums of money, by way of loans, debentures or any other securities or otherwise, as the Board may deem fit for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from 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 account of the Company, provided that the total amount of such borrowings outstanding at any point of time shall not exceed Rs. 50.00 Crores (Rupees Fifty Crores Only).”

“RESOLVED FURTHER THAT Board of Directors or its delegated authority be and is hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

7. To approve granting of loans and/or providing guarantees or security under section 185 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken or to be taken by any entity which is a Subsidiary or Associate or Joint Venture or Group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 50

Crores (Rupees Fifty Crores only) at any time, in its absolute discretion, deem beneficial and in the best interest of the Company, provided that such loan is to be utilized for its principal business activities only.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

8. To consider and approve the limits of Investments/Loans/Guarantees/Securities under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to Rs.50.00 Crores (Rupees Fifty Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid-up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

9. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 5,20,00,000 (Rupees Five Crore Twenty Lakh) divided into 5,20,00,000 (Five Crore Twenty Lakh) Equity Shares of ₹ 1/- each to ₹ 55,00,00,000 (Rupees Fifty-Five Crore) divided into 55,00,00,000 (Fifty-Five Crore) Equity Shares of ₹ 1/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place the following: -

- V. *The Authorised Capital of the Company is ₹ 55,00,00,000/- (Rupees Fifty Five Crore only) divided into 55,00,00,000 (Fifty Five Crore) Equity shares of ₹ 1/- each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may be determined by or in accordance with the regulations of the companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination.”*

“RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

10. To alter and adopt new set of Articles of Association of the Company:

To consider and if thought fit with or without modification(s) the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions

as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Mumbai, July 14, 2026

By order of the Board
For **NYSSA CORPORATION LIMITED**

Registered Office:

002, Gulmohar Complex, Opp. Anupam
Cinema, Station Road, Goregaon (E),
Mumbai – 400 063

S/d-
Shruti Poddar
ACS - 71460
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”), as set out under Item No. 2 above, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025, has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 45th AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) hereinafter referred to as “e-AGM”.

e-AGM: The Company has appointed Purva Sharegistry (India) Private Limited, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting.
3. Pursuant to the provisions of the circulars on the VC / OAVM (e-AGM):
 - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required.
 - b. Body Corporates are entitled to appoint authorized representatives to attend the e-AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM is being held through VC/OAVM pursuant to applicable MCA Circulars, the facility for appointment of proxies by the Members will not be available.
5. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance of the Members (member's logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with Ministry of Corporate Affairs General Circular No.03/2025 dated September 22, 2025, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at www.nyssacorporation.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Notice and Annual Report is also available on the website of e-voting agency NSDL at the website address <https://nsdl.co.in>
1. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to Purva Sharegistry (India) Private Limited, Registrar and Transfer Agent, by e-mail through its registered e-mail address to nyssacorp@gmail.com.

2. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to Purva Shareregistry (India) Private Limited, Registrar and Transfer Agent, by e-mail through its registered e-mail address to support@purvashare.com.
3. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent **only through electronic mode** to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website <http://nyssacorporation.com/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
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. 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 <http://nyssacorporation.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.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 5th August 2026 to 11th August, 2026 (both days inclusive).
7. Members whose email address are not registered can register the same in the following manner:
 - Members holding share(s) in physical mode can register their e-mail ID by sending an email to the Company by providing requisite details of their holdings and documents for registering their e-mail address; and
 - Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
8. The Company has engaged the services of NSDL as the authorized agency for conducting of the e-AGM and providing e-voting facility.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID nyssacorp@gmail.com till the date of AGM.
11. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Shareregistry (India) Private Limited ("PURVA") for assistance in this regard.
13. Shareholders/Investors are advised to send their queries/complaints through the e-mail id nyssacorp@gmail.com for quick and prompt redressal of their grievances.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before August 4, 2026 through email on nyssacorp@gmail.com. The same will be replied by the Company suitably.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to PURVA in case the shares are held by them in physical form.
16. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PURVA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
20. 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 first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <http://nyssacorporation.com/>
23. Members may note that, in terms of the Listing Regulations equity shares of the Company can only be transferred in dematerialised form.
24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 45th AGM. During the 45th AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
25. Instructions for attending the AGM and e-voting are as follows:

A. Instructions for attending the AGM:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. 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. Further, Members can also use the OTP based login for logging into the e-voting system.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA / Company email id at support@purvashare.com or nyssacorp@gmail.com.

For Demat shareholders - please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at support@purvashare.com or nyssacorp@gmail.com.

The Company/RTA shall co-ordinate with NSDL and will provide the login credentials to the above-mentioned shareholders.

C. Voting through Electronic means -

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 45th AGM and facility for those members participating in the 45th AGM to cast vote through e-Voting system during the 45th AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the 45th AGM through VC/ OAVM facility and e-Voting during the 45th AGM.
5. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
6. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
7. The Members present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
8. The e-voting period commences on **Saturday, August 8, 2026 at 9.00 AM** and ends on **Monday, August 10, 2026 at 5.00 PM**. 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. **August 4, 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 **August 4, 2026**.
9. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e. **August 4, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or support@purvashare.com.
10. The Board of Directors has appointed CS Isha Bothra, Practicing Company Secretary (Membership No. A27531) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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: Log-in to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click

	on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. - 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	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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.
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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 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?

- 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, 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.*
- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you

- need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's 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 General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to isha.nahata86@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at E-mail ID: evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to nyssacorp@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to nyssacorp@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, 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 EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
5. 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.

6. 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 nyssacorp@gmail.com. The same will be replied by the company suitably.

OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by her in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://nyssacorporation.com/> and on the NSDL website <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited (BSE), where the shares of the Company are listed.

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

ITEM NO. 3

Appointment of Statutory Auditors for a period of 5 years:

The term of appointment of M/s. G P Sharma & Co. LLP, Chartered Accountants is expiring on the conclusion of 45th Annual General Meeting of the Company.

The Board of Directors have, based on the recommendation of the Audit Committee and subject to approval of the shareholders, appointed M/s. Bihari Shah & Co., Chartered Accountants, FRN- 119020W as Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 45th AGM till the conclusion of the 50th AGM (for the Financial Year April 1, 2026 - March 31, 2031).

The proposed remuneration to be paid to Bihari Shah & Co. for audit services for the financial year ending March 31, 2026, is Rs. 0.75 Lakh (Rupees Seventy-Five Thousand) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Company has received Consent Letter and Eligibility Certificate from Auditors to act as Auditors of the Company to act as Statutory Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the past performance, experience and expertise of Bihari Shah & Co. and based on the recommendation of the audit committee, it is proposed to appoint Bihari Shah & Co. as statutory auditors of the Company for a 1st term of five consecutive years till the conclusion of the 45th AGM of the Company in terms of the aforesaid provisions.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing the proposed Resolution as an Ordinary Resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

ITEM NO. 4

Re-designation of Mr. Sandeep Gaur (DIN: 05284870) as Chairman & Managing Director of the Company for the period of 3 years effective from 1st July 2026.

The Board of Directors at their meeting held on 14th November 2025 had appointed Sandeep Gaur (DIN: 05284870) as Whole-time Director of the Company, subject to approval of members by way of EOGM/AGM/Postal Ballot, eligible to retire by rotation.

Mr. Sandeep Gaur is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Mr. Sandeep Gaur is Bachelor in Arts and Masters in Business Administration (BBA and MBA), A+ Certification and is having rich professional experience of about 24 years in the field of General Administration, Marketing and Information Technologies.

Mr. Sandeep Gaur is neither a part of promoter group and nor is related to any of the Directors of the Company.

The appointment and remuneration of the Managing Directors have been approved by the Nomination and Remuneration Committee.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with Mr. Sandeep Gaur are as under:

Salary: not more than ₹ 12,00,000/- (Rupees Twelve Lakh Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1st day of April each year.

Reimbursement of Expenses:

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
2. The expenses, as may be borne by the Company for providing security to Mr. Sandeep Gaur and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

The remuneration as aforesaid of the Managing Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 2013, its Schedule V and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Chairman & Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/ or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Chairman & Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

The draft of the agreement to be entered into by the Company with Mr. Sandeep Gaur is available for inspection by the shareholders of the Company at the Registered Office of the Company, between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the last date of E-voting, up to 5.00 PM.

None of the Directors of the Company are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders for appointment of Mr. Sandeep Gaur for further period of 3 years with effect from 1st July 2026.

ITEM NO. 5

To appoint Ms. Isha Bothra as Secretarial Auditor and to fix their remuneration

The Board of Directors at its meeting held on July 14, 2026, on the recommendation of Audit Committee, approved the appointment of Ms. Isha Bothra, Practicing Company Secretary (Peer Review Certificate No. 2750/2022) as the Secretarial Auditors of the Company for five consecutive years commencing from FY 2026-2027 till FY 2030- 2031.

Securities and Exchange Board of India (SEBI) had amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") on December 12, 2024, amended Regulations 24A of SEBI (LODR) Regulations, 2015 provides specific guidelines for appointing and re-appointing Secretarial Auditors w.e.f. April 01, 2025.

Regulations 24A of SEBI (LODR) Regulations, 2015 states that on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint Ms. Isha Bothra, Practicing Company Secretary (ACS No. A27531, C. P. No. 9949), as the Secretarial Auditors of the Company for a period of 5 consecutive years from financial year 2026-27 to financial year 2030-31 pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24(A) of SEBI (LODR) Regulations, 2015.

Term of Appointment: Appointment for a term of 5 (Five) consecutive years from the conclusion of ensuing 45th AGM, subject to the approval of Equity Shareholders at the ensuing 45th AGM of the Company. The proposed fees payable to the Secretarial Auditors in maximum of Rs. 50,000/- (Rupees Fifty thousand only) per year plus out of pocket expenses for the first year and for subsequent years, which may be subject to revision if and as mutually agreed between the Board and the Auditors.

Brief Profile: Ms. Isha Bothra is a Member of the Institute of Company Secretaries of India and is also a Commerce Graduate. She is a Practicing Company Secretary in the field of Corporate Laws, Securities Laws & Corporate Governance and ROC Compliances. She has also been involved in various Secretarial Audits and has been a part of the Company in completing forensic audit. She is also associated with various listed and unlisted companies and has been assisting them in following corporate norms.

Considering the profile of the firm and practicing professionals associated with the firm, it has been recommended to appoint Ms. Isha Bothra as the Secretarial Auditors of the Company. The Board of Directors in its meeting held on July 14, 2026 have proposed to approve the appointment by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of members.

ITEM NO. 6

To consider and approve the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

Considering the future expansion plans and future business requirements of the Company, it is proposed to seek approval of the Members authorizing the Board of Directors to borrow monies from time to time up to an aggregate limit of Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from 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.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the Members by way of Special Resolution is required where the borrowing powers exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company.

The Board accordingly recommends the resolution set out at Item No. 6 of the Notice for approval by the Members by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

To approve granting of loans and/or providing guarantees or security under section 185 of the Companies Act, 2013

The Company may, from time to time, provide loans, guarantees and/or securities to its subsidiaries, associates, joint ventures, group entities or other entities covered under Section 185 of the Companies Act, 2013, in order to support their business operations and growth requirements.

Pursuant to the amended provisions of Section 185 of the Companies Act, 2013, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity or entities covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Companies Act, 2013, after passing a Special Resolution in the General Meeting.

Accordingly, approval of the Members is sought authorizing the Board of Directors of the Company to provide loans, guarantees and/or securities to such entities for an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores

Only), for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets and other expenses related to principal business activities and other matters connected and incidental thereto, as may be required from time to time, within the limits as mentioned in the resolution.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time.

The Board accordingly recommends the resolution set out at Item No. 7 of the Notice for approval by the Members by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8

To consider and approve the limits of Investments/Loans/Guarantees/Securities under Section 186 of the Companies Act, 2013

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

It is further informed to the Board of the Directors that keeping in view of current and future plans of the Company and to fulfil long term strategic business objectives and as a measure greater financial flexibility, it is proposed to enhance the limits of the Company as prescribed under Section 186 of the Act up to an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter- corporate deposits, guarantee proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Act. Also, as required under Section 186 of the Act read along with the Companies (Meeting of the Board and its Powers) Rules, 2014.

The Board accordingly recommends the resolution set out at Item No. 8 of the Notice for approval by the Members by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 9

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

Increase in Authorized Capital:

- 1) The present Authorised Share Capital of the Company is ₹ 5,20,00,000 (Rupees Five Crore Twenty Lakh) comprising of 5,20,00,000 (Five Crore Twenty Lakh) Equity Shares of ₹ 1/- each.
- 2) Considering the increased fund requirements of the Company, the Board at its Meeting held on July 14, 2026, had accorded its approval for increasing the Authorised Share Capital from ₹ 5,20,00,000 (Rupees Five Crore Twenty Lakh) to ₹ 55,00,00,000 (Rupees Fifty-Five Crore) by creation of additional 49,80,00,000 (Forty-Nine Crore Eighty Lakh) Equity Shares of ₹ 1/- each, subject to shareholders' approval.
- 3) It is therefore proposed to increase the Authorised Share Capital of the Company from ₹ 5,20,00,000 (Rupees Five Crore Twenty Lakh) to ₹ 55,00,00,000 (Rupees Fifty-Five Crore) by creation of additional 49,80,00,000 (Forty-Nine Crore Eighty Lakh) Equity Shares of ₹ 1/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.
- 4) Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.
- 5) The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

- 6) A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

ITEM NO. 10

To alter and adopt new set of Articles of Association of the Company

Existing Articles of Association of the Company provides partial power to issue further Shares by way of Rights, Employees' Stock Option, Sweat Equity Shares etc. In order to have more clarity and to empower Company to issue Shares by way of Rights, Employees' Stock Option, Sweat Equity Shares etc., the forgoing resolution has been proposed for the consideration and approval of members of the Company. Other proposed amendments are in line with prevailing Act, Rules and Regulations, as governed by respective authorities.

The draft of the new set of the Articles of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 10 to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise in these resolutions. The consent of the members is, therefore, being sought for passing the aforesaid resolutions of the notice as Special Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

ANNEXURE A

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed/re-appointed is furnished below:

Name of Director	Mr. Brindaban Kar	Mr. Sandeep Gaur
Directors' Identification No. (DIN)	11493860	05284870
Date of Birth	6 th Feb 1966	2 nd October 1982
Date of Appointment on Board	January 23, 2026	14 th November 2025
Qualification	Diploma in Mechanical Engineering	Bachelor and Masters in Business Administration (BBA and MBA), A+ Certification
Experience	Mechanical Engineering professional with 6 years of industry experience, along with 20 years of successful experience in running a self-owned plastic production factory.	Experienced Professional having experience of about 24 years in the field of General Administration, Marketing and Information Technologies.
Terms & Conditions of Appointment / Re-appointment	Appointed as an Executive, Non-independent Director, liable to retire by rotation	Appointed as an Executive, Non-independent Director, liable to retire by rotation
Remuneration details	To be decided by Board upon recommendation from Nomination & Remuneration Committee, within prescribed limits	₹ 1,00,000/- per month, other employee benefits plus out-of-pocket expenses at actuals.
Shareholding in Company	Nil	Nil
Relationship with the Company & Other Directors	None	None
No. of Board Meeting attended during the year	3 (Three)	4 (Four)

List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None	None
List of Companies wherefrom the Director has resigned during last 3 years (excluding foreign, private and Section 8 Companies)	None	None
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies (including this Company)	Nyssa Corporation Limited Member of Audit Committee & Shareholders' Relationship Committee	Nyssa Corporation Limited Member of Audit Committee & Shareholders' Relationship Committee
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Brindaban Kar is proposed for Directorship	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Sandeep Gaur is proposed for Directorship

Mumbai, July 14, 2026

By order of the Board
For **NYSSA CORPORATION LIMITED**

Registered Office:

002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E),
Mumbai – 400 063

S/d-
Shruti Poddar
ACS - 71460
Company Secretary

Nyssa Corporation Limited

CIN: L70101MH1981PLC024341

Regd. Office: 002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E), Mumbai – 400 063

Tel: +91 33 2234 6715, Email: nyssacorp@gmail.com; Website: <http://nyssacorporation.com/>

Dear Member,

Sub: Intimation to furnish valid PAN, KYC details and Nomination

The Securities and Exchange Board of India ('SEBI') has mandated vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and subsequent clarification vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 for all the security holders holding securities in physical form to furnish the below mentioned forms duly filled in along with proper details and the relevant self-attested documents with date to the Company or its Registrar and Share Transfer Agent ('RTA') Purva Shareregistry (India) Pvt. Ltd. **However, SEBI has clarified vide email dated January 11, 2022 that the aforesaid Circular is not applicable for requests received from the investors pertaining to dematerialization of securities.**

Please note that the folios, wherein any one of the below cited documents / details are not available on or after April 01, 2023, shall be frozen by the RTA.

S. No.	Form	Purpose
1.	Form ISR-1	Request for registering PAN, KYC details or changes / updation thereof.
2.	Form ISR-2	Confirmation of Signature of securities holder by the Banker
3.	Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical shares (if any)
4.	Form No. SH-13	Nomination Form
5.	Form No. SH-14	Cancellation or Variation of Nomination (if any)

Note: Above forms are available on Company website viz. <http://nyssacorporation.com/>

The modes of submission of documents to the Company/RTA are any one of the followings:

1. In Person Verification (IPV): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photo copy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, with e-sign of scanned copies of documents
4. Service portal of the RTA with e-sign with scanned copies of documents, if the RTA is providing such facility
Explanation: E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

Further please note that, from January 01, 2022, the RTA shall not process any service requests received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received.

In view of the above, you are advised to furnish the aforesaid documents / forms / details to the Company or the RTA at the earliest possible at the following address:

Company	Registrar & Share Transfer Agent (RTA)
The Company Secretary/Managing Director Nyssa Corporation Limited 002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E), Mumbai – 400 063	Purva Shareregistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg Lower Parel, Mumbai-400 011

All the above mentioned forms are enclosed to this notice for your convenience as well as also available on the website of the Company (i.e. <http://nyssacorporation.com/>)

Thanking you.

Yours Faithfully,

For **Nyssa Corporation Limited**

S/d-

Priya Agarwal
Company Secretary & Compliance Officer

Encl.: KYC Form

KYC FORM

(Only for physical shareholding)

To,
The Secretarial Department
 NYSSA CORPORATION LIMITED
 002, Gulmohar Complex, Opp. Anupam Cinema, Station Road,
 Goregaon (E), Mumbai – 400 063

Date ____/____/____

Folio No. _____

No. of Shares _____

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below:

A. For registering PAN of the registered and/ or joint shareholders (as applicable)

☐ Registered shareholder ☐ Joint holder 1 ☐ Joint holder 2 ☐ Joint holder 3

Please attach self- attested legible copy of PAN card (exempted for Sikkim Shareholders).

B. For registering Bank details of the registered shareholder

1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

☐ Aadhar/ Passport/ utility bill ☐ Original cancelled cheque leaf

2. In cases wherein the original cancelled cheque leaf has the shareholder's name printed on it

☐ Aadhar/ Passport/ Utility bill ☐ Original cancelled cheque ☐ Bank Passbook/ Bank Stmt

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

C. For updating the Specimen Signature of the registered and/ or joint shareholders

1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

☐ Affidavit Banker verification ☐ Original cancelled cheque leaf

2. In cases wherein cancelled cheque leaf does NOT contain the shareholder's name printed on it

☐ Affidavit ☐ Bank verification ☐ Original cancelled cheque ☐ Bank Passbook/ Stmt.

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

D. For Updating the email id for the purpose of receiving all communications in electronic mode

E. For updating the Mobile No

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I /We hereby state that the above-mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: _____ Sign: _____ Sign: _____ Sign: _____

Registered holder Joint holder 1 Joint holder 2 Joint holder 3

Directors' Report

To

The Members,

Your Directors have pleasure in presenting the 45th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2026.

Financial Results	Year Ended 31.03.2026	Year Ended 31.03.2025
Revenue for the year	132.76	466.21
Profit/(Loss) before Tax (PBT)	(1201.65)	43.74
Less: Finance Expenses	-	-
Profit/(Loss) before Depreciation/Amortization (PBDT)	0.03	0.04
Less: Depreciation	-	-
Net Profit/(Loss) before Taxation (PBT)	(1201.68)	43.70
Less: Provision for Taxation (including Deferred Tax)	0.50	11.00
Add/(Less): Extra-ordinary Items	-	(2.83)
Profit/(Loss) after Tax & Extra-ordinary Items	(1202.18)	35.54
Less: Provision for Dividend	-	-
Less: Transfer to General / Statutory Reserves	-	-
Profit/(Loss) available for Appropriation	(1202.18)	35.54
Add: Profit/(Loss) brought forward from Previous Year	2298.60	2263.06
Balance of Profit/(Loss) carried forward	1096.42	2298.60

FINANCIAL HIGHLIGHTS

Total revenue for the year stood at ₹ 132.76 lakh in comparison to last years' revenue of ₹ 466.21 lakh. In term of Profit/(Loss) before taxation, the Company has earned a Profit/(Loss) of ₹ (1201.68) lakh in comparison to last years' Profit of ₹ 43.70 lakh. Profit/(Loss) after Tax and Extra-Ordinary Items stood at ₹ (1202.18) lakh in comparison to last financial year's Profit of ₹ 35.54 lakh.

DIVIDEND AND RESERVES

In view of Losses, your Directors do not propose any dividend for the year under review.

During the year under review ₹ Nil was transferred to General Reserves.

SHARE CAPITAL & LISTING

The Paid-up Equity Share Capital as on March 31, 2026 was ₹ 3.00 Crore consisting of 3,00,00,000 Equity Shares of Rs. 1/- each. During the year under review, the Company has not issued any share with differential voting rights; nor granted stock options nor sweat equity. As on March 31, 2026, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

The Company's Equity Shares are listed on the BSE Limited ("BSE"). The Equity Shares are actively traded on BSE. The shares of the Company are not suspended from trading from BSE platform.

CORPORATE GOVERNANCE

Your Directors believe that corporate governance is an ethically driven business process that is committed to values aimed at enhancing the growth of your Company. The endeavour is to continue and move forward as a responsible and sustainable Company in order to attract as well as retain talents, investors and to maintain fulfilling relationships with the communities and take all possible steps in the direction to re-write a new future for your Company.

We are committed to achieve the highest standards of ethics, transparency, corporate governance and continue to comply with the code of conduct framed for the Board and senior management under SEBI Listing Regulations and have

maintained high standards of corporate governance based on the principle of effective implementation of internal control measures, adherence to the law and regulations and accountability at all levels of the organization.

Your Company's corporate governance practices are driven by effective and strong Board oversight, timely disclosures, transparent accounting policies and high levels of integrity in decision making. The corporate governance report of the Company for the Year Under Review as required under the applicable SEBI Listing Regulations is attached hereto and forms part of this report. The requisite certificate from Statutory Auditors, M/s GP Sharma & Co LLP., Chartered Accountants, confirming compliance with the conditions of corporate governance is attached to the corporate governance report.

GENERAL RESERVES

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2026 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2026.

Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses standalone financial results on a quarterly basis which are subjected to limited review and publishes standalone audited financial results on an annual basis.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification, reservation however adverse remarks by Auditors for the year under review.

BUSINESS SEGMENT

Your Company is into the business segment viz. Realty as well as Finance & Investments; in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SUBSIDIARY COMPANY

The Company does not have any Subsidiary, Associate and Joint Venture during the reporting period. The Company also does not have any Subsidiary, Associate and Joint Venture Company who ceased to be Subsidiary, Associate and Joint Venture during the year.

POLICY FOR DETERMINING MATERIAL SUBSIDIARY COMPANIES

The Company has formulated a "Policy for determining material Subsidiary Companies" of the Company. This policy is available on your Company's website at https://www.nyssacorporation.com/pdf/Policies/policy_on_material_subsidaries_nyssa.pdf

RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis in compliance of the requirements of the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company. The requisite details under Form AOC-2 in Annexure III have been provided elsewhere in this Report. Suitable disclosure as required by the Accounting Standard (Ind-AS 24) has been made in the notes to the Financial Statements.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. A statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company

The Company has put in place a mechanism for certifying the Related Party Transactions Statements placed before the Audit Committee and the Board of Directors from an Independent Chartered Accountant Firm.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

In accordance with the provisions of the SEBI Listing Regulations, the Company has in place the Policy on dealing with Related Party Transactions which is available on its website at the link: https://www.nyssacorporation.com/pdf/Policies/Related_Party_Transaction_Policy_NYSSA.pdf

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2025-26.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

MEETING OF INDEPENDENT DIRECTORS

In Compliance with Section 149 (7) read with Schedule IV of the Companies Act, 2013 and Regulations 25(3) of the SEBI LODR Regulations, 2015, a separate Board Meeting of Independent Directors of the Company was held on February 14, 2026 wherein, the following items in agenda were discussed:

- reviewed the performance of Non-Independent Directors and the Board as a whole.
- reviewed the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In the table below, the specific areas of focus or expertise of individual Board members have been highlighted.

Matrix setting out the skills/expertise/competence of the Board of Directors

Sl. No.	Essential Core skills/expertise/competencies required for the Company	Core skills/expertise/competencies of all the Directors on the Board of the Company
1.	Strategic and Business Leadership	The Directors and especially the Managing Director have many years of experience.
2.	Financial expertise	The Board has eminent business leaders with deep knowledge of finance and business.

3.	Governance, Compliance and Regulatory	The presence of Directors with qualifications and expertise in Law and Regulatory affairs lends strength to the Board.
4.	Knowledge and expertise of Trade and Technology	The Directors have profound knowledge of economic Affairs, trade and technology related matters.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2025-26 are given in the separate section of Corporate Governance Report.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT

During the year Mr. Prasanna Shirke, Managing Director has resigned from the Board w.e.f. 23rd January 2026. Further Mr. Sandeep Gaur was appointed as Whole-time Director of the Company w.e.f. 14th November 2025.

DIRECTORS

During the year, Mr. Prasanna Shirke, Managing Director and Mrs. Shubhada Shirke, Non-Executive Director, have resigned from the Board w.e.f. 23rd January 2026 and in his place the Board has appointed Mr. Sandeep Gaur as Chairman & Managing Director of the Company. Further, the Board has appointed Mr. Brindaban Kar as Non-Executive Director, Mr. Dhiraj Kumar Das and Mrs. Vandana Singh as Independent Directors of the Company in place of Mrs. Shubhada Shirke, Mr. Hemant Narayan Gokhale and Ms. Sonal Atal, Independent Directors, who have resigned from the Board w.e.f. 23rd January 2026.

Apart from above, there is no change in composition of Board of Directors.

The details of programme for familiarization of Independent Directors with the Company, nature of the business segments in which the Company operates and related matters are put up on the website of the Company

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

DIRECTOR RETIRING BY ROTATION

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Brindaban Kar, Non-Executive Director of the Company, retires by rotation at the ensuing annual general meeting and being eligible offers himself for re-appointment. He has given a declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being reappointed as a Director of the Company.

INDEPENDENT DIRECTORS & KMPs

The Board has 2 (two) independent directors as on March 31, 2026, representing diversified fields and expertise. Details are provided in the appropriate section of the corporate governance report. The independent directors have submitted their declarations of independence stating that they meet the criteria of independence as required in terms of the provisions of section 149 (7) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI Listing Regulations, as amended from time to time.

The Company has also received confirmation from all the independent directors of their registration with the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the independent directors possess the requisite expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) and are persons of high integrity and repute. They fulfil the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Prasanna Shirke	Chairman & Managing Director & CFO	-	23 rd Jan 2026
2.	Sandeep Gaur	Whole-time Director	14 th Nov 2025	-
3.	Shubhada Shirke	Non-Executive Director	-	23 rd Jan 2026
4.	Sonal Atal	Independent Director	-	23 rd Jan 2026
5.	Hemant Narayan Gokhale	Independent Director	-	23 rd Jan 2026
6.	Brindaban Kar	Non-Executive Director	23 rd Jan 2026	-
7.	Dhiraj Kr. Das	Independent Director	23 rd Jan 2026	-
8.	Vandana Singh	Independent Director	23 rd Jan 2026	-
9.	Mr. Arun Das	Chief Financial Officer	23 rd Jan 2026	-
10.	Ms. Nikita Poddar	Company Secretary	-	30 th July 2025
11.	Ms. Priya Agarwal	Company Secretary	14 th Aug 2025	-

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

The Independent Directors of the Company have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014. The Nomination and Remuneration Committee had adopted principles for identification of Key Managerial Personnel, Senior Management including the Executive Directors.

Further, all the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their liability to discharge their duties. Based on the declaration received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and they are independent of the management.

EVALUATION OF DIRECTORS, BOARD AND COMMITTEES

The Nomination and Remuneration Committee (NRC) of the Company has devised a policy for performance evaluation of the individual directors, Board and its Committees, which includes criteria for performance evaluation.

Pursuant to the provisions of the Act and the Listing Regulations and based on policy devised by the NRC, the Board has carried out an annual performance evaluation of its own performance, its committees and individual directors. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of Board and information provided to the Board, etc.

The performance of the committees was evaluated by the Board of Directors based on inputs received from all the committee members after considering criteria such as composition and structure of committees, effectiveness of committee meetings, etc.

Pursuant to the Listing Regulations, performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

A separate meeting of the Independent Directors was also held for the evaluation of the performance of non-independent Directors, performance of the Board as a whole and that of the Chairman of the Board.

PERFORMANCE EVALUATION

During the Year Under Review, the formal annual evaluation of the performance of the Board, its committees and individual directors was carried out, in the Company by the independent directors, and the Board, in compliance with the Companies Act, 2013 and SEBI Listing Regulations, as amended from time to time.

The performance of Non-Independent Directors, Board as a whole and the chairman was done by the Independent Directors of the Company. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

An indicative criterion of evaluation was circulated to the directors to facilitate such evaluation. Based on the feedback of the directors and on due deliberations of the views and counter views, the evaluation was carried out in terms of the NRC Policy and such indicative criterion. The Board sought the feedback of directors on various parameters including:

- Degree of fulfilment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The evaluation process endorsed the Board confidence in the ethical standards of the Company, the resilience of the Board and the management in navigating the Company during challenging times, cohesiveness amongst the Board, constructive relationship between the Board and the management, and the openness of the management in sharing strategic information to enable Board to discharge their responsibilities and fiduciary duties.

FAMILIARISATION PROGRAM FOR DIRECTORS

As a practice, all new directors (including independent directors) inducted to the Board are given a formal orientation.

The familiarisation programme for the independent directors is customised to suit their individual interests and area of expertise. The directors are usually encouraged to interact with members of senior management as part of the induction programme. The senior management make presentations giving an overview of the Company's strategy, operations, products, markets and group structure, Board constitution and guidelines, and the major risks and risk management strategy. This enables the directors to get a deep understanding of the Company, its people, values and culture and facilitates their active participation in overseeing the performance of the management.

The details of the familiarization program conducted during the Year Under Review can be accessed from Company website https://nyssacorporation.com/pdf/Nyssa%20-%20Familiarization%20Programme_2026.pdf.

NOMINATION & REMUNERATION POLICY

The Company has devised a Nomination and Remuneration Policy ("NRC Policy") which inter alia sets out the guiding principles for identifying and ascertaining the integrity, qualification, expertise and experience of the person for the appointment as directors, key managerial personnel ("KMPs") and senior management personnel ("SMPs").

The NRC Policy has been framed with the objective-

- to ensure that appointment of directors, KMPs and SMPs and their removals are in compliances with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations;
- to set out criteria for the evaluation of performance and remuneration of directors, KMPs and SMPs;
- to adopt best practices to attract and retain talent by the Company; and
- to ensure diversity of the Board of the Company

The NRC Policy specifies the manner of effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. During the Year Under Review, there has been no change in the NRC Policy.

The NRC Policy of the Company can be accessed at the website of the Company at https://nyssacorporation.com/pdf/Policies/Nominationand_Remuneration_Policy_NYSS.pdf.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of Financial Year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

1. In the preparation of the annual accounts, for the year ended 31st March, 2026, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed along with proper explanation relating to material departures, if any;
2. 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 as at March 31, 2026 and of the profit of the Company for the year ended on that date;
3. that the Directors have 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;
4. that the Directors had prepared the annual accounts on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that 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.

BUSINESS RISK MANAGEMENT

The Company is exposed to credit, liquidity and interest rate risk. On the other hand, investment in Stock Market, both in Quoted and Unquoted Shares, have the risk of change in the price and value, both in term of up and down and thus can affect the profitability of the Company.

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

Further, the Company is not required to constitute Risk Management Committee under Listing Regulations, 2015.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022.

NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The above policy has been posted on the website of the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In Compliance of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy / Vigil Mechanism and has established the necessary vigil mechanism for Directors, Employees and Stakeholders of the Company to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has disclosed the policy on the website of the Company on the link - https://nyssacorporation.com/pdf/Policies/vigil_mechanism_whistle_blower_policy_nyssa.pdf

INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

AUDITORS

Statutory Auditors

M/s. G P Sharma & Co., LLP, Chartered Accountants, Mumbai (FRN 109957W/W100247) about to complete their present term of 5 consecutive years at the 45th Annual General Meeting.

The Board of Directors, have decided to appoint M/s. Bihari Shah & Co., Chartered Accountants, Ahmedabad, (FRN: 119020W) as Statutory Auditors of the Company for 5 consecutive years, at the conclusion of 45th Annual General Meeting, up to 50th Annual General Meeting at the remuneration to be decided by them, within prescribed limits.

The Report given by M/s. G P Sharma & Co., LLP on the financial statement of the Company for the FY 2025-26 is part of the Annual Report. The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

There is no audit qualification, reservation or adverse remark for the year under review.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Alpana Sethia, Company Secretaries in Practice (C. P. No. 5098) to undertake the Secretarial Audit of the Company for FY 2025-26. The Report of the Secretarial Audit Report in the prescribed Form MR-3 is annexed in this Annual Report as Annexure II. The same does not contain any qualification, reservation or adverse remark, except as stated in said Report.

During the year, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively.

In addition to the above and pursuant to SEBI circular dated 8 February 2019, a report on secretarial compliance by M/s. Deep Shukla & Co., Secretarial Auditors, for the FY2025-26 has been submitted with stock exchanges.

Internal Auditors

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. Venkatesh H S, Chartered Accountant, Bengaluru (FRN – 030305S). The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Key Managerial Personnel are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is attached as Annexure III to this report.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, this is to certify and declare that there was no case of sexual harassment

during the year under review. Neither there was a case pending at the opening of Financial Year, nor has the Company received any Complaint during the year.

The Policy is available on Company website
https://nyssacorporation.com/pdf/Policies/Sexual_Harrasment_policy_NYSSA.pdf

STATUTORY INFORMATION AND OTHER DISCLOSURES

Since the Company is into the business of financing and investment activities in Shares and Securities; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as Annexure 'V' and forms an integral part of this Report. A statement comprising the names of top employees in terms of remuneration drawn and every person employed throughout the year, who were in receipt of remuneration in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure 'VI' and forms an integral part of this annual report. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company, 21 days before and up to the date of the ensuing Annual General Meeting during the business hours on working days.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

BUSINESS RESPONSIBILITY REPORT

As the Company is not among top 500 or 1000 Companies by turnover on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

MAINTENANCE OF COST RECORDS

The maintenance of cost records for the services rendered by the Company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014.

AUDITORS REPORT

The Notes on Financial Statement referred in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer for the Financial Year 2025-26.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and the Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees of Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

DETAIL OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial Year Under Review, neither any application is made by the Company nor any proceeding is pending under the Insolvency And Bankruptcy Code, 2016.

OTHER DISCLOSURE

During the financial Year Under Review, disclosure with respect to details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reason thereof is not applicable.

GENERAL

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to: (a) details relating to deposits covered under Chapter V of the Act; (b) issue of equity shares with differential rights as to dividend, voting or otherwise; (c) issue of shares (including sweat equity shares) to employees of the Company under any scheme; (d) raising of funds through preferential allotment or qualified institutions placement; (e) significant or material order passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future; (f) pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016; and (g) instance of one-time settlement with any bank or financial institution.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

APPRECIATION

Your Directors place on record their sincere appreciation for the assistance and guidance provided by the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, government and other regulatory Authorities, stock exchanges, other statutory bodies, Company's bankers, Members and employees of the Company for the assistance, cooperation and encouragement and continued support extended to the Company.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. Our employees are instrumental in helping the Company scale new heights, year after year. Their commitment and contribution is deeply acknowledged. Your involvement as shareholders is also greatly valued. Your Directors look forward to your continuing support.

Mumbai, July 14, 2026

By order of the Board
For **NYSSA CORPORATION LIMITED**

Registered Office:

002, Gulmohar Complex, Opp.
Anupam Cinema, Station Road,
Goregaon (E), Mumbai – 400 063

S/d-
Sandeep Gaur
DIN: 05284870
Whole-time Director

Management Discussions & Analysis

ANNUAL OVERVIEW AND OUTLOOK

According to the second advance estimates, India's real GDP growth for FY26 is estimated at 7.6%, surpassing previous projections. This growth is anchored in a robust manufacturing performance and resilient domestic demand despite external headwinds like geopolitical tensions in West Asia and tariff concerns. The economy showed strong momentum through the first three quarters of FY26, with a slight moderation expected in the final quarter due to the Middle East conflict and an unfavourable statistical base. The manufacturing sector maintained double-digit growth for five consecutive quarters as of Q3FY26, bolstered by inventory stocking and GST rationalisation. Services sector reached a seven-quarter high of 9.5% in Q3FY26. Growth was led by Financial, Real Estate & Professional Services and Trade, Hotels, and Transport. Growth in the Agriculture and allied sector moderated to a seven-quarter low of 1.4% in Q3FY26, partly due to unfavourable base effects and weather disruptions like unseasonal rainfall.

Headline inflation plummeted to an average of ~2.1% for FY26 (vs. 4.6% in FY25), driven by a prolonged nine-month decline in food prices and a favourable monsoon. Core inflation (excluding gold) remained stable at around 2.6%, indicating that the underlying price pressures were well-contained. The RBI delivered one of the sharpest easing cycles in recent history, cutting policy rates by a full percentage point within four months starting in February, 2025. The RBI delivered another rate cut of 25 basis points in December, 2025, even as macroeconomic fundamentals strengthened, signalling its commitment to sustain domestic demand through 2026 amid global uncertainty.

On the fiscal front, the Central Government is set to narrow its fiscal gap to 4.4% of GDP for FY26 compared to 4.8% in FY25. During

Apr-Jan FY26, fiscal deficit stood at ₹9.8 lakh Cr, representing 63% of the budget estimate. Significant tax reforms in FY26 (personal income tax revisions and GST rationalisation) had a revenue-reducing effect, with an estimated tax revenue shortfall of ₹1.9 lakh Cr in FY26 (RE), which was balanced by higher non-tax revenue and expenditure adjustments.

Foreign direct investment (FDI) into India grew by 18% year-on-year to US\$47.87 Bn during April-December, FY26, with inflows from the US nearly doubling to US\$7.8 Bn during this period. Foreign portfolio investment (FPI) outflows were about US\$16.4 Bn (up to March 25, 2026), highest ever in any financial year. Such investment withdrawals contributed significantly to currency depreciation with the Indian Rupee breaching the ₹94 per US dollar mark in late March 2026. Despite RBI's interventions in the forex market to contain rupee volatility, India's foreign exchange reserves at US\$710 Bn are adequate to cover for more than 11 months of imports.

INDUSTRY OVERVIEW

Capital Market

The Indian capital markets entered a phase of democratisation and structural maturity in FY26, marked by healthy retail participation. Geopolitical tensions and shifts in global trade policies acted as re-tractive forces, leading to a muted domestic equity market performance of -5.1% and -7.1% for the Nifty 50 and BSE Sensex respectively. Domestic Institutional Investors (DIIs) (DMF + Banks, FI and Insurance) ownership in NSE listed universe of companies increased to 16.6% as of December 2025, at par with foreign portfolio investment (FPI) holdings, underscoring the growing influence of domestic investors in India's equity markets and the shift toward local capital as a primary stabilising force amid negative FPI flows.

The primary equity market remained buoyant in FY26, with India emerging as one of the most active initial public offering (IPO) markets globally. Companies raised over ₹770 billion of fresh capital through IPOs, on both mainboard and SME, during the first eleven months of the fiscal year, higher by more than 15% over the previous year. Following the trend in FY25, the industry continued to witness high share of Offer for Sale (OFS) in the current financial year as well, at over C1 trillion, accounting for over 57% of capital raised through IPOs, reflecting a supportive environment for shareholder exits and enhanced secondary market liquidity. The country witnessed 8.1% Y-o-Y growth in the number of issuances to 346 in the first eleven months of FY26 with mainboard number of listings growing by 26.6% Y-o-Y to 100. SME listings also maintained strong momentum, with 246 companies raising over ₹111 billion during the first eleven months of FY26, underscoring the growing depth and maturity of India's primary market ecosystem for emerging enterprises.

Realty Segment

The Indian construction market size is estimated at USD 0.79 trillion in 2026, and is expected to reach USD 1.10 trillion by 2031, at a CAGR of 6.87% during the estimated period (2026-2031), underpinned by front-loaded public spending and deepening private capital pools. Accelerated highway contract awards, renewable-energy buildouts, and rapid data-centre expansion continue to anchor order books for large engineering, procurement, and construction (EPC) firms.

On the demand side, Tier-2 and Tier-3 cities are capturing a larger slice of metro-rail and water-infrastructure allocations, broadening the geographic base of activity. Sharper adoption of modular building systems, digital-twin modelling, and green-building retrofits is lifting productivity and helping contractors offset margin pressure from volatile bitumen and rebar prices. Meanwhile, ESG-linked lending thresholds introduced by the Reserve Bank of India are nudging mid-tier players toward tighter emissions reporting and recycled-material use, reshaping procurement strategies.

OPPORTUNITIES & THREATS

Capital Market

Indian equities have transitioned from a phase of sustained outperformance to one of correction and recalibration. Following several years of strong returns and valuation expansion, the market entered a period of adjustment in 2025–26. Foreign outflows, elevated valuations and sectoral earnings moderation contributed to underperformance relative to global peers. The correction has been broad-based, particularly in segments where valuations had become stretched. This phase is best understood as a reset rather than a reversal. Valuation have narrowed, sector leadership has rotated, and forward returns are increasingly tied to earnings rather than multiple expansion.

The sharp underperformance of Indian equities since 2025 has largely been a valuation and positioning reset after years of outperformance, not a fundamental break in the story. Multiple years of high returns left pockets of the market expensive just as global rates stayed elevated and capital rotated towards AI-centric and developed markets, triggering sustained FPI selling even as domestic investors kept buying. With this correction, valuation over global peers have compressed and FPI ownership in Indian equities has fallen, reducing crowding risk and improving the medium term risk-reward for new capital.

Looking ahead, the equity outlook hinges on a still robust macro backdrop-fastest-growing major economy, low and stable inflation, healthy bank and corporate balance sheets—and on the breadth of earnings growth beyond a handful of sectors. Services exports and public capex continue to underpin aggregate demand, while rising domestic financialization provides a sticky source of equity demand that can partly offset foreign risk-off phases.

Realty Segment

Opportunities:

India's housing demand is gaining momentum due to rapid urbanisation, shifting demographics towards nuclear families, rising aspirations and an expanding pool of first-time buyers. The demand outlook remains strong, aided by economic recovery, accommodative mortgage rates, price stability and growth in household incomes.

The government continues to play a significant role in supporting the housing sector through focused policy initiatives such as the Pradhan Mantri Awas Yojana (PMAY) and the Housing for All mission. In addition, schemes such as the Credit Linked Subsidy Scheme (CLSS) under PMAY, the Affordable Rental Housing Complexes (ARHC) scheme for urban migrants, and the Pradhan Mantri Gramin Awaas Yojana (PMGAY) for rural housing have expanded access to affordable housing across income segments. Urban development initiatives like the Smart Cities Mission, Atal Mission for Rejuvenation and Urban Transformation (AMRUT), and the Swachh Bharat Mission (Urban) further strengthen supporting infrastructure such as water supply, sanitation, and urban mobility, making housing projects more viable and sustainable. Additionally, government incentives such as infrastructure status to affordable housing, interest subvention schemes, and tax benefits for developers and homebuyers have improved financing access and boosted private sector participation.

Challenges:

- Frequent policy updates, evolving compliance norms, and delays in land acquisition and statutory approvals can extend project timelines and increase holding costs.
- Natural disasters, pandemics, and macroeconomic disruptions can interrupt construction activity, disrupt supply chains, and weaken demand sentiment.
- Milestone-based payments, extended receivable cycles, and retention clauses create uneven cash flows, increasing dependence on short-term borrowings and raising finance costs.
- Lower adoption of advanced construction technologies such as BIM, prefabrication, and digital project management tools can lead to inefficiencies, rework, and margin pressures.
- Volatility in steel, cement, fuel, and other raw material prices—driven by global commodity cycles and currency fluctuations—can compress margins, particularly in fixed-price contracts.

RISKS AND CONCERNS

Nyssa Corporation Ltd. (NCL) has exposures in various line of business. NCL are exposed to specific risks that are particular to their respective businesses and the environments within which they operate, including market risk,

competition risk, credit risk, liquidity and interest rate risk, operational risk, information security risks, regulatory risk and macro-economic risks. The level and degree of each risk varies depending upon the nature of activity undertaken by them.

MARKET RISK

The Company has quoted investments which are exposed to fluctuations in stock prices. NCL continuously monitors market exposure in equity and, in appropriate cases, also uses various derivative instruments as a hedging mechanism to limit volatility.

LIQUIDITY AND INTEREST RATE RISK

The Company is exposed to liquidity risk principally, because of lending and investment for periods which may differ from those of its funding sources. Management team actively manages asset liability positions in accordance with the overall guidelines laid down by various regulators. The Company may be impacted by volatility in interest rates in India which could cause its margins to decline and profitability to shrink. The success of the Company's business depends significantly on interest income from its operations. It is exposed to interest rate risk, both as a result of lending at fixed interest rates and for reset periods which may differ from those of its funding sources. Interest rates are highly sensitive to many factors beyond the Company's control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and, inflation. As a result, interest rates in India have historically experienced a relatively high degree of volatility.

The Company seeks to match its interest rate positions of assets and liabilities to minimize interest rate risk. However, there can be no assurance that significant interest rate movements will not have an adverse effect on its financial position.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2025-26, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Mumbai, July 14, 2026

By order of the Board
For Nyssa Corporation Limited

Registered Office:

002, Gulmohar Complex, Opp.
Anupam Cinema, Station Road,
Goregaon (E), Mumbai – 400 063

S/d-
Sandeep Gaur
DIN: 05284870
Whole-time Director

Annexure – I

DETAILS OF RELATED PARTY TRANSACTIONS

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

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 28 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. The disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 in Annexure III have been provided elsewhere in this Report.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/investments outstanding during the year.	Amount
1.	Holding Company	o Loans and advances in the nature of loans to subsidiaries by name and amount	Nil
		o Loans and advances in the nature of loans to associates by name and amount	Nil
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	Nil
2.	Subsidiary	o Loans and advances in the nature of loans to subsidiaries by name and amount	Nil
		o Loans and advances in the nature of loans to associates by name and amount	Nil
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	Nil
3.	Holding Company	o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.	Nil

Mumbai, July 14, 2026

By order of the Board
For NYSSA CORPORATION LIMITED

Registered Office:

002, Gulmohar Complex, Opp.
Anupam Cinema, Station Road,
Goregaon (E), Mumbai – 400 063

S/d-
Sandeep Gaur
DIN: 05284870
Whole-time Director

Secretarial Audit report of NYSSA CORPORATION LIMITED
For the year ended 31st March, 2026

FORM MR-3

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

To,
The Members
Nyssa Corporation Limited
Office No: 002, Gulmohar Complex, Opposite Anupam Cinema, Station Road, Goregaon(E), Mumbai-400063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nyssa Corporation Limited**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2026 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') or by SEBI, to the extent applicable to the Company:
 - 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, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable to the Company during the Audit period;**
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not applicable to the Company during the Audit period;**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - **Not applicable to the Company during the Audit period;**
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company during the Audit period;**
 - h) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable to the Company during the Audit period;**

- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as applicable - **Not applicable to the Company during the Audit period.**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- k) Other laws applicable to the Company as per the representations made by the management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with Stock Exchange.

I, have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

During the period under review, Mrs. Nikita Ashok Poddar tendered her resignation from the post of Company Secretary and Key Managerial Personnel who was also designated as Compliance Officer w.e.f. 30.07.2025 and in her place Ms. Priya Agarwal was appointed as Company Secretary and Key Managerial Personnel who was also designated as Compliance Officer w.e.f. 14.08.2025.

Mr. Sandeep Gaur was appointed as Additional Director on 14.11.2025 and his appointment was duly regularized with effect from same date.

Further on 23.01.2026, Mr. Brindaban Kar was appointed as Additional, Non-Executive Non-Independent Director of the Company, Mr. Dhiraj Kumar Das was appointed as Additional Non-Executive Independent Director of the Company, Mrs. Vandana Singh was appointed as Additional Non-Executive Independent Director of the Company and their respective appointments were regularized by passing Resolution via Postal Ballot held on 09.04.2026.

Further on same date i.e., 23.01.2026, Mr. Prasanna Yadav Shirke resigned from the post of Whole Time Director and Chief Financial Officer (Key Managerial Personnel of the Company), Mrs. Shubhada Prasanna Shirke resigned from the office of Director of the Company, Ms. Sonal Atal and Mr. Hemant Gokhale tendered their resignation from the office of Non-Executive Independent Director of the Company.

I further report that:

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

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

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

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

I further report that during the Audit Period, the Company has not undertaken any specific events / actions that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

S/d-

ALPANA SETHIA

Practicing Company Secretaries

ACS No. 15758, C.P. No. 5098

Peer Review No.: 2650/2022

UDIN: **A015758H000668839**

Place: Kolkata

Date: 22.06.2026

ANNEXURE - A

To
The Members,
Nyssa Corporation Limited, Mumbai

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

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

S/d-

ALPANA SETHIA

Practicing Company Secretaries

ACS No. 15758, C.P. No. 5098

Peer Review No.: 2650/2022

UDIN: **A015758H000668839**

Place: Kolkata

Date: 22.06.2026

Form No. AOC-2*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

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

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

NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.

a)	Name(s) of the related party and nature of relationship	: N.A.
b)	Nature of contracts/arrangements/transactions	: N.A.
c)	Duration of the contracts / arrangements/transactions	: N.A.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: N.A.
e)	Justification for entering into such contracts or arrangements or transactions	: N.A.
f)	Date(s) of approval by the Board	: N.A.
g)	Amount paid as advances, if any	: N.A.
h)	Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 188	: N.A.

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

NONE; DURING THE REPORTING PERIOD, THERE WAS NO MATERIAL * CONTRACT OR ARRANGEMENT.

(*As defined under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the company.)

a)	Name(s) of the related party and nature of relationship	: N.A.
b)	Nature of contracts/arrangements/transactions	: N.A.
c)	Duration of the contracts / arrangements/transactions	: N.A.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: N.A.
e)	Date(s) of approval by the Board	: N.A.
f)	Amount paid as advances, if any	: N.A.

Mumbai, July 14, 2026

By order of the Board
For NYSSA CORPORATION LIMITED

Registered Office:

002, Gulmohar Complex, Opp.
Anupam Cinema, Station Road,
Goregaon (E), Mumbai – 400 063

S/d-
Sandeep Gaur
DIN: 05284870
Whole-time Director

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2026

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L70101MH1981PLC024341
Registration Date	13/04/1981
Name of the Company	Nyssa Corporation Limited
Category / Sub-Category of the Company	Category: Company having Share Capital Sub-Category: Indian Non-Government Company
Address of the Registered Office and contact details	002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E), Mumbai – 400 063 Tel: +91 22 2686 5205
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg Lower Parel, Mumbai-400 011 Tel : +91 22 3522 0056 / 138

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Gross Turnover of the Company
Finance & Investments in Shares & Securities	66110	39.54%
Realty Sector	410	60.46%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	10	-	0.00	0.00	10	-	0.00	0.00	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	10	-	0.00	0.00	10	-	0.00	0.00	10
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-

b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign VC Funds	-	-	-	-	-	-	-	-	-
i) Financial Inst./Bank	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	4484943	-	4484943	14.95	3111356	-	3111356	10.37	-4.58
ii. Overseas									
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ₹ 2.00 lakh	23160749	4000	23164749	77.22	24772998	4000	24776998	82.59	5.37
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2.00 lakh	1651163	-	1651163	5.50	1316083	-	1316083	4.39	-1.11
c) Others (Specify)									
i. LLP	276		276	0.00	14472	-	14472	0.05	0.05
ii. NRI	163205	-	163205	0.54	169444	-	169444	0.56	0.02
iii. HUF	468587	-	468587	1.56	437520	-	437520	1.46	-0.10
iv. Clearing Members	67067	-	67067	0.22	174117	-	174117	0.58	0.36
Sub Total B(2)	29995990	4000	29999990	100.00	29995990	4000	29999990	100.00	-
Total Public Shareholding B = B(1) + B(2)	29995990	4000	29999990	100.00	29995990	4000	29999990	100.00	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	11901575	1206375	13107950	100.00	29996000	4000	30000000	100.00	-

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Not Any	-	-	-	-	-	-	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	10	0.00	10	0.00	No Change	
At the end of the Year	10	0.00	10	0.00		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in Shareholding	Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
SEMINARY TIE-UP PRIVATE LIMITED	415000	1.38	Refer Note 1 below	415000	1.38
PRITESHKUMAR H SHAH	383226	1.28	No Change	383226	1.28
HASMUKHBHAI MANILAL SHAH	373880	1.25	No Change	373880	1.25
FAIRPLAN DISTRIBUTORS PRIVATE LIMITED	0	0.00	Refer Note 1 below	344529	1.15
SOMYAA TRADEWINGS PVT. LTD.	339450	1.13	No Change	339450	1.13
KIRAN SINGH	299500	1.00	No Change	299500	1.00
BABA BHOOHNATH NIRMAN PVT. LTD.	261195	0.87	No Change	261195	0.87
ROHIT KUMAR	0	0.00	Refer Note 1 below	259477	0.86

RELIGARE FINVEST LTD	214000	0.71	No Change	214000	0.71
LGNC LIMITED	203558	0.68	No Change	203558	0.68

Note 1: The Equity Shares of the Company are frequently traded on BSE and the Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories. Due to this, the Company is unable to provide details of date wise changes.

v) Shareholding of Directors and Key Managerial Personnel

For Each of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	Nil	-	Nil	-
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	Not Applicable (As none of Director and Key Managerial Person was holding Shares in his name either at the beginning or at the end of year)			

V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	Nil	Nil	Nil	Nil
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition	Nil	120.00	Nil	120.00
• Reduction	Nil	Nil	Nil	Nil
Net Change				
Indebtedness at the end of the financial year				
i. Principal Amount	Nil	120.00	Nil	120.00
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	120.00	Nil	120.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in ₹)

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Sandeep Gaur (MD)	Prasanna Shirke (MD)
1.	Gross Salary		
	a) Salary	2.00	Nil
	b) Value of Perquisites	Nil	Nil
	c) Profits in lieu of Salary	Nil	Nil
2.	Stock Options	Nil	Nil
3.	Sweat Equity	Nil	Nil
5.	Commission	Nil	Nil
6.	Other Allowance (Please specify)	Nil	Nil
	Total	2.00	Nil

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Shubhada Shirke (NED)	Vandana Singh (ID)	Brindaban Kar (ID)	Dhiraj Kr. Das (ID)	Sonal Atal (ID)	Hemant Narayan Gokhale (ID)
1.	Gross Salary						
	a) Salary	Nil	Nil	Nil	Nil	Nil	Nil
	b) Value of Perquisites	Nil	Nil	Nil	Nil	Nil	Nil
	c) Profits in lieu of Salary	Nil	Nil	Nil	Nil	Nil	Nil
2.	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil	Nil	Nil
6.	Other Allowance (Please specify)	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD			
Sr. No.	Particulars of Remuneration	Arun Das (CFO)	Priya Agarwal, Company Secretary
1.	Gross Salary		
	a) Salary	0.70	1.35
	b) Value of Perquisites	Nil	Nil
	c) Profits in lieu of Salary	Nil	Nil
2.	Stock Options	Nil	Nil
3.	Sweat Equity	Nil	Nil
5.	Commission	Nil	Nil
6.	Other Allowance (Please specify)	Nil	Nil
	Total	0.70	1.35

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty	No Instance				
Punishment					
Compounding					
B. Directors					
Penalty	No Instance				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	No Instance				
Punishment					
Compounding					

Annexure –V

Disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company and percentage increase in remuneration of the Directors and KMPs in the Financial Year is as under:

Sr. No.	Name of Director / KMP	Designation	Increase (%)	Ratio of Remuneration of each Director & KMP to Median Remuneration of Employees
1.	Prasanna Shirke	Managing Director & CEO (up to 23 Jan 2026)	-	-
2.	Sandeep Gaur	Whole-time Director (w.e.f. 14 Nov 2025)	-	1.11:1
3.	Shubhada Shirke	Non-Executive Director (up to 23 Jan 2026)	-	-
4.	Hemant N. Gokhale	Independent Director (up to 23 Jan 2026)	-	-
5.	Sonal Atal	Independent Director (up to 23 Jan 2026)	-	-
6.	Vandana Singh	Independent Director (w.e.f. 23 Jan 2026)	-	-
7.	Brindaban Kar	Independent Director (w.e.f. 23 Jan 2026)	-	-
8.	Dhiraj Kr. Das	Independent Director (w.e.f. 23 Jan 2026)	-	-
9.	Arun Das	CFO	-	0.39:1
10.	Priya Agarwal	Company Secretary	-	0.75:1

2. No. of permanent employees on the rolls of the Company as on 31st March, 2026 – 7 (Seven)
3. During the Financial Year 2025-26, there is no change in the median remuneration of employees;
4. There was Nil increase/decrease in the salaries of managerial personnel in the financial year 2025-26.
5. It is hereby affirmed that the remuneration paid is as per the Nomination & Remuneration Policy of the Company.
6. Sitting fees is not forming part of remuneration in aforesaid calculation.

Annexure to the Directors' Report

CORPORATE GOVERNANCE

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

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Nyssa Corporation Ltd. (NCL) is as under: -

- 1. Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
- 2. Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Size & Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day-to-day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

The composition and category of the Board of Directors as at March 31, 2026, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	DIN	Date of Joining / Re-appointment	Committee Membership in all Listed Cos.	Committee Chairman-ship in all Listed Cos.	No. of Directorship in all Listed Cos.
Sandeep Gaur	Whole-time	05284870	14 th Nov 2025	2	-	1

	Director					
Vandana Singh	Independent Director	11493858	23 rd Jan 2026	3	-	1
Dhiraj Kr. Das	Independent Director	11493455	23 rd Jan 2026	-	3	1
Brindaban Kar	Non-Executive Director	11493860	23 rd Jan 2026	3	-	1
Prasanna Shirke*	Executive Director	07654053	30 Sept 2024	2	-	1
Shubhada Shirke*	Non-Executive Director	07654041	30 Sept 2024	1	-	1
Hemant Narayan Gokhale*	Independent Director	00948846	11 Aug 2023	3	-	1
Sonal Atal*	Independent Director	09308801	30 th Sept 2021	-	3	1

*Resigned w.e.f. 23 Jan 2026

Notes:

- None of the directors hold directorships in more than twenty companies of which directorship in public companies does not exceed ten in line with the provisions of Section 165 of the Act.
- None of the directors hold membership of more than ten committees of board, nor, is a chairman of more than five committees across board of all listed entities.
- No director holds directorship in more than seven listed entities.
- None of the independent director holds the position of the independent director in more than seven listed companies as required under the Listing Regulations.
- None of the director has been appointed as an Alternate Director for Independent Director.
- The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- The committee membership and chairmanship above excludes membership and chairmanship in private companies, foreign companies and Section 8 companies.
- None of Directors are related with each other.

The Chairman and Managing Director

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

Disclosure of relationships between Directors inter-se

None of the Directors are related with each other and does not have any pecuniary relationship with each other as on 31st March 2026.

Number of Shares and Convertible Instruments held by Non-Executive Directors

None of the Non-Executive Directors holds any share in the Company.

Role of the Company Secretary in Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Roles, Responsibilities and Duties of the Board

The role of the Board is to provide leadership to the Company and to deliver shareholder value over the long term. The Board sets the Company's strategic objectives, making sure they align with its values and standards and the desired business culture. The Board of Directors have the responsibility of ensuring effective management, implementation of the business strategy, monitor the performance of the Company, its compliance efficacy and the effectiveness of the Company's corporate governance practices. The Managing Director & CEO reports to the Board of Directors and is in charge of running the Company's operations, executing the business strategy in consultation with the Board and achieving annual and long-term business goals.

Compliance

Our compliance philosophy upholds integrity, fair dealing, accountability, objectivity, independence, good governance, transparency and collaboration. We acknowledge the importance of compliance with regard to our legal, regulatory and ethical obligations and the fact that these affect our operations and accountability to all stakeholders. Our Compliance function adopts a risk-based approach that considers the nature, scale and complexity of business while enforcing good governance, efficiency and effectiveness.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part "A" of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Minutes of the Meeting

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the

next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

Post Meeting Mechanism

The important decisions taken at the Board/Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Board Diversity Policy

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

Familiarization Programme for Independent Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

In terms of the SEBI Listing Regulations, your Company conducts the Familiarisation Program for Independent Directors about their roles, rights and responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company etc., through various initiatives. The details of the same can be found at the link https://www.nyssacorporation.com/pdf/Nyssa%20-%20Familiarization%20Programme_2026.pdf

Details of Board Meetings

The Board of Directors met 6 times on 30th May, 14th August, 6th September and on 14th November in year 2025 and on 23rd January, 14th February and on 20th March in the year 2026 during the financial year 2025-26.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting:

Name	Designation	Attendance at the AGM	Meetings Attended
Sandeep Gaur*	Whole-time Director (w.e.f. 14 Nov 2025)	N.A.	4
Prasanna Shirke	Chairman & Managing Director (up to 23 Jan 2026)	Yes	4
Vandana Singh	Independent Director (w.e.f. 23 Jan 2026)	N.A.	3
Brindaban Kar	Non-Executive Director (w.e.f. 23 Jan 2026)	N.A.	3
Dhiraj Kr. Das	Independent Director (w.e.f. 23 Jan 2026)	N.A.	3
Shubhada Shirke	Independent Director (up to 23 Jan 2026)	Yes	4
Hemant Narayan Gokhale	Independent Director (up to 23 Jan 2026)	Yes	4
Sonal Atal	Independent Director (up to 23 Jan 2026)	Yes	4

*Chairman of the Board

COMMITTEES OF THE BOARD

In terms of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has three Board Level Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

These broadly include oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review compliance with regulation 9A of the SEBI PIT Regulations, etc.

TERMS OF REFERENCE

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter alia performs the functions to:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval.
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

18. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
19. to review the functioning of the whistle blower mechanism.
20. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2026.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site <http://nyssacorporation.com/> and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

Constitution and Meetings of Audit Committee

Audit Committee was re-constituted w.e.f. 23rd January 2026 wherein Ms. Sonal Atal has resigned from the Board and Committee and her place, Mr. Brindaban Kar, was appointed as Chairman of the Committee. Further, Mr. Dhiraj Kr. Das & Mr. Sandeep Gaur have been appointed as Members of the Committee; in place of Mr. Prasanna Shirke and Mr. Hemant Narayan Gokhale.

The members of Audit Committee met four times on 30th May, 14th August and on 14th November in year 2025 and on 14th February in year 2026 during the financial year ended on 31st March, 2026.

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Prasanna Shirke (up to 23 rd Jan 2026)	Member	3	3
Mr. Sandeep Gaur (w.e.f. 23 rd Jan 2026)	Member	2	2
Mr. Hemant Narayan Gokhale (up to 23 rd Jan 2026)	Member	3	3
Mr. Dhiraj Kr. Das (w.e.f. 23 rd Jan 2026)	Member	1	1
Ms. Sonal Atal (up to 23 rd Jan 2026)	Chairman	3	3
Mr. Brindaban Kar (w.e.f. 23 rd Jan 2026)	Chairman	1	1

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-Executive Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise.

The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

PRINCIPLE AND RATIONALE

Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to –

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- carry out evaluation of every director's performance - formulate the criteria for evaluation of Independent Directors and the Board

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Nyssa Corporation Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company as set out below:

Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

General

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

PERFORMANCE EVALUATION

In terms of regulation 19 read with Schedule II to the Listing Regulations, the Company has framed a policy stipulating the criteria for evaluation of directors and the Board. In light of SEBI's Guidance Note dated 5 January 2017 on Board Evaluation, the Nomination and Remuneration Committee (NRC) and Board of Directors have revised the policy containing criteria for performance evaluation.

In view of the amendments to section 178(2) of the Act, the Board of Directors of the Company, at its meeting held on February 8, 2022, had approved the evaluation of the performance of Board, its Committees, the Chairperson and individual directors to be carried out by the Board only and would not be duplicated by the NRC. The NRC will only review its implementation and compliance.

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees, Chairperson and individual directors.

Constitution and Meetings of Nomination & Remuneration Committee

Nomination & Remuneration Committee was re-constituted w.e.f. 23rd January 2026 wherein Ms. Sonal Atal has resigned from the Board and Committee and her place, Mr. Dhiraj Kr. Das, was appointed as Chairman of the Committee. Further, Mr. Brindaban Kar & Mrs. Vandana Singh have been appointed as Members of the Committee; in place of Mrs. Shubhada Shirke and Mr. Hemant Narayan Gokhale.

The members of Nomination & Remuneration Committee met four times on 30th May, 14th August, 6th September 2025 and on 23rd January 2026, during the financial year ended on 31st March, 2026.

Name	Position	Number of Meetings Held	Meetings Attended
Ms. Sonal Atal (up to 23 rd January 2026)	Chairman	3	3
Mr. Hemant N Gokhale (up to 23 rd January 2026)	Member	3	3
Mrs. Shubhada Shirke (up to 23 rd January 2026)	Member	3	3
Mr. Dhiraj Kr. Das	Chairman	1	1
Mr. Brindaban Kar	Member	1	1
Mrs. Vandana Singh	Member	1	1

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

Terms of Reference

The Board approved 'Terms of Reference' of the Committee of Directors (Stakeholders Relationship Committee) in compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. This Committee generally meets once a month. The Committee looks into the matters of Shareholders/Investors grievances along with other matters listed below:

1. to consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. to consider and approve demat/ remat of shares / split / consolidation / sub-division of share / debenture certificates;
3. to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of name transfers and transmission of securities, etc.;
4. to oversee and review all matters connected with the transfer of the Company's securities;
5. to consider and approve opening/modification of operation and closing of bank accounts;
6. to grant special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions;
7. to fix record date/book closure of share/debenture transfer book of the Company from time to time;
8. to appoint representatives to attend the General Meeting of other companies in which the Company is holding securities;
9. to change the signatories for availing of various facilities from Banks/Financial Institution;
10. to grant authority to execute and sign foreign exchange contracts and derivative transactions;
11. to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;

12. to review measures taken for effective exercise of voting rights by shareholders;
13. to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
14. to review of the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
15. to assist the Board in reviewing and implementing policies under the Business Responsibility Reporting of the Company as may be delegated by the Board;
16. to carry out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Companies Act, 2013 and other applicable laws as amended from time to time; and
17. to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Ms. Priya Agarwal, Company Secretary as a Compliance Officer of the Company.

Constitution and Meetings of Stakeholders' Relationship Committee

Stakeholders' Relationship Committee was re-constituted w.e.f. 23rd January 2026 wherein Ms. Sonal Atal has resigned from the Board and Committee and her place, Mr. Dhiraj Kr. Das, was appointed as Chairman of the Committee. Further, Mr. Brindaban Kar & Mr. Sandeep Gaur have been appointed as Members of the Committee; in place of Mr. Prasanna Shirke and Mr. Hemant Narayan Gokhale.

During the year, a meeting of the Stakeholders' Relationship Committee was held on 23rd January 2026 in financial year 2025-26.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Ms. Sonal Atal	Chairman	Independent, Non-Executive	1
Mr. Dhiraj Kr. Das	Chairman	Independent, Non-Executive	1
Mr. Hemant Narayan Gokhale	Member	Independent, Non-Executive	1
Mr. Prasanna Shirke	Member	Executive Director	1
Mr. Sandeep Gaur	Member	Executive Director	1
Mr. Brindaban Kar	Member	Non-Executive, Non-Independent	1

SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES):

The investors' complaints are also being processed through the centralized web-based complaint redressal system. The salient features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints. In its efforts to improve ease of doing business, SEBI has launched a mobile app "SEBI SCORES", making it easier for investors to lodge their grievances with SEBI, as they can now access SCORES at their convenience of a smart phone.

DETAILS OF SHAREHOLDERS' COMPLAINTS

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company has received one compliant from its' shareholders which was resolved. Further, there was no pending complaint at the close of the financial year.

The Company has designated email id nyssacorp@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on February 14, 2026, inter alia, to discuss:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluate and assess the key transactions (including related party transactions) undertaken since the last independent directors meeting, and the assessment of the performance of the same;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;
- Recommend measures for corporate governance; and
- Review recommendation from the last Independent Directors meeting.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
44 th Annual General Meeting	30 th September 2025, 9.00 AM	Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063
43 rd Annual General Meeting	30 th September 2024, 9.00 AM	Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063
42 nd Annual General Meeting	30 th September 2023, 9.00 AM	Ground Floor, Mewad Bhavan, Cello Compound, Sonawala Estate, Sonawala Road, Goregaon East, Mumbai - 400063

LOCATION AND TIME OF LAST TWO EXTRA-ORDINARY GENERAL MEETINGS:

No Extra-Ordinary General Meetings were held during last three financial years.

POSTAL BALLOT

No resolution was being passed by way of Postal Ballot Rules, during FY 2025-26.

At present, there is no item on the agenda that needs approval by Postal Ballot.

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETINGS:

In 42nd Annual General Meeting held on 30th September 2023, a Resolution was passed for appointment of Mr. Hemant Narayan Gokhale as Independent Director of the Company. Apart from this, the Company did not propose or pass any Special Resolution during remaining two out of last three Annual General Meetings.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. There was no deviation in following the treatments prescribed in any of the Accounting Standards (AS) in the preparation of the financial statements of the Company.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is examined periodically by the Board and the Audit Committee.

DETAILS OF UTILISATION OF FUND RAISED

During the year, the Company has not raised any funds through preferential allotment, right issue or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT Regulations").

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations.

The Company has formulated the 'Policy on Procedure of Inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

The Company has also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations. The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the codes for fair disclosure and conduct. The Board, designated persons and other connected persons have affirmed compliance with the Code. This Code is displayed on the Company's website.

CREDIT RATINGS

During the year under review, the Company has not borrowed any money and has not raised any funds. Hence, disclosure pertaining to utilization of funds and Credit Rating is not applicable.

Compliance with the requirements of Corporate Governance

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with.

DISCLOSURES

- (a) There were no transactions with related party i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large. The details of the related Party transactions are disclosed under the notes on accounts, as required under the Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the

guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.

- (d) **Reconciliation of Share Capital Audit:** As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website <http://nyssacorporation.com/>

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision-making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the Listing Regulations. The Board of Directors, at its meeting held on 14 February 2019, revised whistle blower policy containing, inter alia, leak or suspected leak of unpublished price sensitive information in view of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, (SEBI PIT Regulations). The policy/vigil mechanism enables directors and employees to report to the Management their concerns about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

This mechanism provides safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy has been appropriately communicated to the employees within the Organization and has also been hosted on the Company's website https://www.nyssacorporation.com/pdf/Policies/vigil_mechanism_whistle_blower_policy_nyssa.pdf.

COMPLIANCES REGARDING INSIDER TRADING

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders ('code of conduct') and a Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information ('code of fair disclosure').

During the year under review, SEBI amended the SEBI PIT Regulations. In view of the amendments to the said Regulations, the Board of Directors, at its meeting held on 14 February 2019, inter alia approved the following, with effect from 1 April 2019:

- a. Revised code of conduct to regulate, monitor and report trading by Designated Persons;
- b. Revised code of practices and procedures for fair disclosure of unpublished price sensitive information;
- c. Revised whistle blower policy;
- d. Institutional mechanism for prevention of insider trading; and
- e. Amendment to the terms of reference of the Audit Committee.

The code of conduct and code of fair disclosure framed by the Company have helped in ensuring compliance with the requirements.

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website- <http://nyssacorporation.com/>.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- The Company also informs by way of intimation to BSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- In compliance with Listing Regulations, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE are filed electronically on BSE's on-line portal. The Company has complied with filing submissions through BSE's BSE Online Portal.
- A separate dedicated section under 'Investors Relation' on the Company's website gives information on unclaimed dividends (if any), Notice to Board meeting, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.
- Sections 20 and 136 of the Act, read with the Companies (Accounts) Rules, 2014 permit companies to deliver the documents electronically to the registered email IDs of the members.

DISCLOSURES ON MANDATORY REQUIREMENTS

The Company has complied with the mandatory requirements of the Listing Regulations.

DISCLOSURES ON DISCRETIONARY REQUIREMENTS

The Company has also complied with the discretionary requirements as under:

A. The Board

A Chairman's office has been made available for the non-executive Chairman and he is allowed reimbursement of expenses incurred in performance of his duties.

B. Shareholder rights

The Company communicates all material events to its shareholders as and when it occurs.

C. Modified opinion(s) in the audit report

The Company confirms that its financial statements are with unmodified audit opinion.

D. Reporting of internal auditor

The internal auditor reports directly to the Audit Committee.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

SHAREHOLDERS' INFORMATION**a. Next Annual General Meeting**

The 45th Annual General Meeting for the financial year ended on 31st March, 2026 will be held on Tuesday, 11th August 2026 at 3.00 P.M. (IST), through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

- b. **Book Closure** : 9th August 2026 to 11th August 2026 (both days inclusive)
- c. **Listing of Shares** : BSE
- d. **Stock Code & ISIN** : BSE – 504378
ISIN – INE812K01027 on both NSDL & CDSL.

e. **Listing Fees**

Annual Listing Fee for the year 2025-26 has been paid by the Company to BSE.

f. **Payment of Depository Fees**

Annual Custody/ Issuer Fee for the year 2025-26 have been paid by the Company to NSDL and CDSL.

g. **Financial Year**

The financial year of the Company is from April 1 to March 31, each year.

h. **Website**

The Company's website <http://nyssacorporation.com/> contains a separate dedicated section called 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results, annual reports, dividends declared, if any, any price sensitive information disclosed to the regulatory authorities from time to time and the services rendered / facilities extended to our investors.

i. **Future Calendar for next financial year :**

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2026	Mid of August, 2026
Financial Reporting of 2 nd Quarter ended on 30 th September 2026	Mid of November, 2026
Financial Reporting of 3 rd Quarter ended on 31 st December 2026	Mid of February 2027
Financial Reporting of 4 th Quarter ended on 31 st March 2027	During May 2027
Date of Annual General Meeting	During September 2027

- j. **Dividend Payment Date** : No Dividend has been recommended for the year under review.

- k. **Dividend History** : The Company has not paid any Dividend during last 10 years.

l. **Unclaimed Dividend / Share Certificates:**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2026:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	Not Any	Not Any	Nil	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

m. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

The Company has Nil Shares of ₹ 1/- each in respect of Nil Shareholders, lying into Nil folio, in the demat account held with NSDL/CDSL.

n. Market Price Data :

Month	Price on BSE (₹) & Volume			S&P BSE SENSEX	
	High	Low	Volume	High	Low
April 2025	4.32	3.82	10,92,908	80,661	71,425
May 2025	4.14	3.66	9,92,093	82,718	78,968
June 2025	4.20	3.83	10,41,799	84,100	80,355
July 2025	4.23	3.64	11,72,813	83,935	80,575
August 2025	4.06	3.41	9,52,992	82,231	79,742
September 2025	4.87	3.58	25,48,511	83,141	79,818
October 2025	5.87	3.94	38,49,694	85,290	80,160
November 2025	4.33	3.70	8,39,022	86,056	82,671
December 2025	4.10	2.26	38,27,919	86,159	84,150
January 2026	3.41	2.21	22,87,753	85,884	81,089
February 2026	2.69	2.30	18,57,731	85,872	79,899
March 2026	2.44	2.14	15,33,615	80,633	71,774

o. Investors' correspondence may be addressed to the Registrar and Transfer Agent of the Company

Shareholders/ Investors are requested to forward documents related to share transfer, dematerialization requests (through their respective Depository Participant) and other related correspondences directly to Purva Shareregistry (India) Private Limited at the below mentioned address for speedy response.

p. Registrar & Share Transfer Agent

M/s. Purva Shareregistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of physical. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. Purva Shareregistry (India) Pvt. Ltd.

No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
Phone - +91 22-3522 0056 / 138, Fax - +91 22 2301 2518, E-Mail: support@purvashare.com

q. Consolidation of Folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

r. Review of Governance Practices

We have in this Report attempted to present the governance practices and principles being followed at the Company, as evolved over a period, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance, so as to meet the expectations of all our stakeholders.

s. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

t. Distribution of Shareholding as on 31st March, 2026

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-5000	27722	96.79	11594779	38.65
5001-10000	475	1.66	3507820	11.69
10001-20000	253	0.88	3506795	11.69
20001-30000	70	0.24	1750286	5.83
30001-40000	42	0.15	1487851	4.96
40001-50000	25	0.09	1145947	3.82
50001-100000	34	0.12	2465157	8.22
100001 and Above	21	0.07	4541365	15.14
Total....	28642	100.00	30000000	100.00

u. Shareholding Pattern as on 31st March, 2026

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & PAC	10	0.00
Indian Bank	-	-
Mutual Funds / UTI / Financial Institutions	-	-
LLP	14472	0.05
Non-Resident Indians	169444	0.56
NBFC registered with RBI	-	-
HUF	437520	1.46
Clearing Members	174117	0.58
Bodies Corporate	3111356	10.37
Indian Public	26093081	86.98
Total	30000000	100.00

v. Details of Shareholders holding more than 5% holding under Public Category

No Investor is holding more than 5% of Issued, Subscribed and Paid-up Capital of the Company at the end of Financial Year ended on 31st March, 2026.

w. Dematerialization of Equity Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

As on 31st March, 2026, 99.99% public shareholdings of the Company are in dematerialized form.

Procedures for dematerialization of Equity Shares:

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Purva Sharegistry (India) Private Limited.
- RTA will process the DRF and confirm or reject the request to DP/ depositories
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP

x. Important Points

Investors should hold securities in dematerialised form, as transfer of shares in physical form is no longer permissible.

As mandated by SEBI, w.e.f. April 1, 2019, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository except for transmission and transposition of securities.

Members are advised to dematerialise securities in the Company to facilitate transfer of securities.

Holding securities in dematerialized form is beneficial to the investors in the following manner:

- A safe and convenient way to hold securities;
- Elimination of risk(s) associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.;
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities thus reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address / bank account details as change with Depository Participants (DPs) gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same is done by DPs for all securities in demat account;
- Automatic credit in to demat account of shares, arising out of bonus / split / consolidation / merger / etc.;
- Convenient method of consolidation of folios/accounts;
- Holding investments in Equity, Debt Instruments, Govt. securities, Mutual Fund Units etc. in a single account;
- Ease of pledging of securities; and ease in monitoring of portfolio.

Members holding Shares in Physical mode:

- a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.
- b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on public domain.
- c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.

Members holding Shares in Electronic mode:

- a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b) are advised to contact their respective DPs for registering the nomination.
- c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

The Securities and Exchange Board of India vide its circular no. SEBI / HO / MIRSD / DOS3 / CIR / P / 2019 / 30 dated February 11, 2019, with a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer equity shares held by them in listed entities to their immediate relatives subject to the following conditions:

- a) The relaxation shall only be available for transfers executed after January 1, 2016.
- b) The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
- c) The non-resident shall provide copy of an alternate valid document to ascertain identity as well as the NRI status.
- d) Non-Resident Indian members are requested to inform Purva Sharegistry (India) Private Limited, Company's Registrar and Transfer Agent immediately on the change in the residential status on return to India for permanent settlement.

y. Electronic Payment Services

Investors should avail the Electronic Payment Services for payment of dividend as the same reduces risk attached to physical dividend warrants. Some of the advantages of payment through electronic credit services are as under:

- Avoidance of frequent visits to banks for depositing the physical instruments;
- Prompt credit to the bank account of the investor through electronic clearing;
- Fraudulent encashment of warrants is avoided;

- Exposure to delays / loss in postal service avoided; and
- As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.

Printing of bank account numbers, names and addresses of bank branches on dividend warrants provide protection against fraudulent encashment of dividend warrants. Members are requested to provide the same to the Company's Registrar and Transfer Agent (RTA) for incorporation on their dividend warrants.

z. Register for SMS alert facility

Investor should register with Depository Participants for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.

aa. Intimate Mobile Number

Shareholders are requested to intimate their mobile number and changes therein, if any, to Company's RTA viz. Purva Sharegistry (India) Private Limited to their dedicated e-mail id i.e., "support@purvashare.com.", if shares are held in physical form or to their DP if the holding is in electronic form, to receive communications on corporate actions and other information of the Company.

bb. Submit Nomination Form and avoid Transmission hassle

Nomination helps nominees to get the shares transmitted in their favor without any hassles. Investors should get the nomination registered with the Company in case of physical holding and with their Depository Participants in case shares are held in dematerialised form.

Form may be downloaded from the Company's website, under the section 'Investor Relations'. However, if shares are held in dematerialised form, nomination has to be registered with the concerned Depository Participants directly, as per the form prescribed by the Depository Participants.

cc. Deal only with SEBI registered intermediaries

Investors should deal only with SEBI registered intermediaries so that in case of deficiency of services, investor may take up the matter with SEBI.

dd. Corporate benefits in electronic form

Investor holding shares in physical form should opt for corporate benefits like bonus / split / consolidation / merger / etc. in electronic form by providing their demat account details to the Company's RTA.

ee. Register e-mail address

Investors should register their e-mail address with the RTA / Depository Participants. This will help them in receiving all communication from the Company electronically at their e-mail address. This also avoids delay in receiving communications from the Company. Prescribed form for registration may please be downloaded from the Company's website.

ff. Facility for a Basic Services Demat Account (BSDA)

SEBI has stated that all the depository participants shall make available a BSDA for the shareholders unless otherwise opted for regular demat account with (a) No Annual Maintenance charges if the value of holding is up to ₹ 50,000; and (b) Annual Maintenance charges not exceeding ₹ 100/- for value of holding from ₹ 50,001 to ₹ 2,00,000. (Refer circular CIR/MRD/ DP/22/2012 dated August 27, 2012 and circular CIR/MRD/ DP/20/2015 dated December 11, 2015).

gg. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

hh. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity:

Not any.

ii. Commodity Price Risk / Foreign Exchange Risk

Your Company does not deal into any of commodity and hence and is not directly exposed to any commodity price risk.

Similarly, the Company does not enter into any Foreign Exchange transactions and hence is not directly exposed to any Foreign Exchange Risk.

jj. Investors' Correspondence

Compliance Officer	RTA	Correspondence Office
Ms. Shruti Poddar, Compliance Officer Tel : +91 22 26865205 Email: nyssacorp@gmail.com	Purva Sharegistry (India) Private Limited No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel: +91 22 3522 0056 / 138 Email: support@purvashare.com	Nyssa Corporation Ltd. 002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E), Mumbai 400063, Maharashtra Tel: +91 22 26865205 Email: nyssacorp@gmail.com; Website: http://nyssacorporation.com/

kk. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

Mumbai, July 14, 2026

By order of the Board
For **NYSSA CORPORATION LIMITED**

Registered Office:

002, Gulmohar Complex, Opp.
Anupam Cinema, Station Road,
Goregaon (E), Mumbai – 400 063

S/d-
Sandeep Gaur
DIN: 05284870
Whole-time Director

ANNUAL CERTIFICATE UNDER REGULATION 26 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of **NYSSA CORPORATION LIMITED**

As provided under Regulation 26 (3) of the SEBI Listing Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Nyssa Corporation Limited Code of Business Conduct and Ethics for the year ended March 31, 2026.

For **NYSSA CORPORATION LIMITED**

Mumbai, July 14, 2026

S/d-
Sandeep Gaur
DIN: 05284870
Whole-time Director

CEO / CFO Certification

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Nyssa Corporation Limited ("the Company") to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet as at March 31, 2026, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended March 31, 2026.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
 - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
 - b. Any significant changes in internal controls during the year covered by this report.
 - c. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
 - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle blowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

For NYSSA CORPORATION LIMITED

S/d-

Arun Das

Chief Financial Officer

Mumbai, July 14, 2026

For NYSSA CORPORATION LIMITED

S/d-

Sandeep Gaur

DIN: 05284870

Whole-time Director

Mumbai, July 14, 2026

Certificate of Non-Disqualification of Directors

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

To,
The Members of
Nyssa Corporation Limited, Mumbai

I have examined the relevant register\$, records, forms, returns and disclosures received from the Directors of Nyssa Corporation Limited (CIN: L7U0MH1981PLC024341) and having registered office at Office No: 002, Gulmohar Complex, Opposite Anupam Cinema Station Road, Goregaon(E), Mumbai-400063 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para{ Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

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

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Brindaban Kar	11493860	23 rd Jan 2026
2.	Dhiraj Kr. Das	11493455	23 rd Jan 2026
3.	Vandana Singh	11493858	23 rd Jan 2026
4.	Sandeep Gaur	05284870	14 th Nov 2025

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

Place: Kolkata
Date: June 22, 2026

UDIN: A015758H00658828

S/d-
ALPANA SETHIA
Practicing Company Secretaries
ACS No. 15758,
C.P. No. 5098
Peer Review No.: 2650/2022

Independent Auditor's Certificate on Compliance with the conditions of Corporate Governance

To,
The Members of
Nyssa Corporation Limited

We have examined the compliance of conditions of Corporate Governance by Nyssa Corporation Limited ("the Company") for the year ended 31st March 2026, as stipulated in Regulations 17 to 27 and Regulation 46(2)(b) to (i) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned provisions of the SEBI Listing Regulations during the year ended March 31, 2026.

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

Restriction on Use

This certificate is issued solely for the purpose of complying with the aforesaid SEBI Listing Regulations and may not be suitable for any other purpose.

Place: Mumbai
Date: May 23, 2026

For GP Sharma & Co LLP.
Chartered Accountants
ICAI Registration No. 100957W/W100247

S/d-
CA Utkarsh Sharma
Partner
M. No. 147906
UDIN: 26147906IRXNYZ8004

Independent Auditors' Report Standalone Ind AS Financial Statements for the year ended 31st March, 2026

To the Members of Nyssa Corporation Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Nyssa Corporation Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income) the Cash Flow Statement for the year then ended and Statement of changes in Equity and 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 Standalone financial statements give the information required by the Companies Act, 2013('The Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its Loss, Cash flows and changes in equity for the year ended on that date.

Basis for opinion

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

Key Audit Matters:

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

Key Audit Matters	How our audit addressed the Key Audit Matter
Revenue Recognition Revenue of the Company is from sale of shares of companies listed on Stock Exchanges. Revenue is a key performance indicator of the company	Our audit work included, but was not restricted to, performing the following procedures: - We assessed the appropriateness of the Company's revenue recognition policies, by comparing with applicable accounting standards. - We obtained an understanding of the process and assessed the design, implementation and operating effectiveness of the management's key controls in relation to revenue recognition. We also tested the Company's controls over timing revenue recognition - We also tested on sample basis whether revenue transactions around the year end have been recognised in appropriate period on the basis of contracts - We also reviewed the appropriateness of presentation of these events in the financial statements.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

1. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the 'Order'), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to information and explanation given to us, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
3. Further to our comments in Annexure A, as required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying standalone financial statements.
 - 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 standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act,
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31st March, 2026 and the operating effectiveness of such controls, refer to our separate report in **Annexure B**; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. There are no pending litigations of the Company and accordingly, no disclosure of the impact on its financial position as at 31st March, 2026;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2026;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2026.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities including foreign entities ('intermediaries') with the understanding whether recorded in writing or otherwise that the intermediaries shall whether directly or indirectly lend or invest in any other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented to the best of its knowledge and belief no funds have been received by the Company from any person or the 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 parties (Ultimate Beneficiaries) or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries

- c. Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has to their notice that has caused them to believe that the management representations under sub clause (a) and (b) contain any material misstatements.
- v. The Company has not declared any dividend during the year under review.
- vi. 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 with effect from 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 has been complied by the company for the financial year ended 31st March, 2026.

For GP Sharma & Co LLP.

Chartered Accountants

ICAI Registration No. 100957W/W100247

Place: Mumbai

Date: May 23, 2026

S/d-

CA Utkarsh Sharma

Partner

M. No. 147906

UDIN: 26147906MKMWOS3067

Annexure “A” to the Independent Auditors’ Report

(Referred to in the Independent Auditors’ Report of even date to the members of Nyssa Corporation Limited on the standalone financial statements for the year ended 31st March, 2026)

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

- i. The Company did not hold any Property, Plant and Equipment (including Right-of-Use assets) or Intangible Assets during the year. Accordingly, the reporting requirements under clauses 3(i)(a) to 3(i)(e) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- ii. In respect of Inventories:
 - a) The management has conducted physical verification of inventory at reasonable intervals during the year. The procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business. The company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification as compared to book records.
 - b) According to the information and explanation given to us, the Company does not have any working capital limits from banks or financial institutions during the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. 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 made any investments or provided any guarantee or security to companies, firms, limited liability partnership or any other parties during the year. The Company has granted unsecured loans to companies in respect of which the requisite information is as below.
 - (a) As per the information and explanations given to us the Company has made investments and provided loans, as below:

Particulars	Investments (Rs. In Lacs)	Loans (Rs. In Lacs)
Aggregate amount granted during the year		
Partnership Firm	-	-
Others	-	-
Balance outstanding as at balance sheet date		
Partnership Firm	-	-
Others	-	642.94

- (b) As informed, in respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
 - (c) In respect of the aforesaid loans and loans having opening balances, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
 - (d) In respect of the aforesaid loans and loans having opening balances, there is no amount which is overdue for more than ninety days.
 - (e) There were no loans which fell due during the year and were renewed or extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
 - (f) As informed to us by the Company, no loans were granted during the year to related parties under Section 2(76) of the Act, which are repayable on demand or where no schedule for repayment of principal and interest has been stipulated by the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has complied with Sections 185 and 186 of the Companies Act, 2013 (“the Act”).
- v. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act from the public. Thus, Clause (v) of Para 3 of the Order is not applicable to the Company.
- vi. We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section (1) of section 148 of the Companies Act, 2013 for any of the services rendered by the Company. Accordingly, the provisions of paragraph 3(vi) of the Order are not applicable to the company.

- vii. (a) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including income tax, and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, Goods & services tax, duty of customs, employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, 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.
- (c) According to the information and explanation given to us, there is no disputed income tax or goods and service tax or duty of customs or duty of excise or cess which have not been deposited on account of any dispute.
- viii. As per the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) According to the records of the Company examined by us and information and explanation given to us, there are no borrowings of the Company. Accordingly, the requirement to report on clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) According to the explanations given to us, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the explanations given to us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, Clause 3 (x) of Para 3 of the Order are not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company
- xi. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of Para 3 of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act and details of such transactions have been disclosed in the financial statements under "Related Party Disclosure" as required by the applicable accounting standards
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year in determining the nature, timing and extent of our audit procedures.
- xv. 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 him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) As informed, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Accordingly, reporting under clauses 3(xvi)(a) of the Order are not applicable to the Company. We have relied on the representations made by the Company
- (b) As informed by the Company, the Company has not has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company
- (d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. According to the information and explanations given to us, the company has not incurred any cash losses in the financial year and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed to the financial statements, ageing and expected dates of realization of financial assets, and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our examination of the financial statement of the company the provisions of Section 135 of the Act is not applicable to the Company and hence, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For GP Sharma & Co LLP.

Chartered Accountants

ICAI Registration No. 100957W/W100247

S/d-

CA Utkarsh Sharma

Partner

M. No. 147906

Place: Mumbai

Date: May 23, 2026

UDIN: **26147906MKMWOS3067**

Annexure “B” to the Independent Auditors’ Report

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”)

In conjunction with our audit of the standalone financial statements of Nyssa Corporation Limited (‘the Company’) as of 31st March 2026 we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditors’ Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

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

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

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

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial statement and such internal financial controls over financial reporting were operating effectively as at 31 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 ICAI.

For GP Sharma & Co LLP.

Chartered Accountants

ICAI Registration No. 100957W/W100247

S/d-

CA Utkarsh Sharma

Partner

M. No. 147906

UDIN: 25069098BMHIQH4359

Place: Mumbai

Date: May 23, 2026

STANDALONE BALANCE SHEET AS AT MARCH 31, 2026			
PARTICULARS	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment		-	-
Intangible Assets		-	-
Financial Assets			
(i) Investments	2	63.80	(218.63)
(ii) Loans	3	614.68	964.15
Other Non-Current Financial Assets	4	1,142.16	1,202.69
Total Non-Current Assets		1,820.64	1,948.21
CURRENT ASSETS			
Inventories	5	0.36	0.52
Financial Assets			
(i) Trade Receivables	6	120.78	156.13
(ii) Cash and Cash Equivalents	7	18.71	8.68
(iii) Loans	8	28.26	80.58
(iv) Current Tax Assets (Net)	9	4.37	6.00
Other Current Assets	10	130.00	900.76
Total Current Assets		302.48	1,152.67
TOTAL ASSETS		2,123.12	3,100.88
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Equity Share Capital	11	300.00	300.00
Other Equity	12	1,547.87	2,750.04
Total Equities		1,847.87	3,050.04
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
(i) Borrowings	13	120.00	-
(ii) Provisions		-	-
Deferred Tax Liabilities (Net)		-	-
Total Non-Current Liabilities		120.00	-
CURRENT LIABILITIES			
Financial Liabilities			
(i) Trade Payables	14	123.85	6.54
(ii) Other Financial Liabilities		-	-
Other Current Liabilities	15	31.41	44.29
Total Current Liabilities		155.25	50.84
TOTAL EQUITY & LIABILITIES		2,123.12	3,100.88
Summary on Significant Accounting Policies	1 & 24		
The accompanying notes form part of Financial Statements			
As per our Report of Even date	For & on behalf of the Board		
For GP Sharma & Co LLP.			
Chartered Accountants			
FRN- 100957W/W100247			
S/d- CA Utkarsh Sharma Partner Membership No: 147906	S/d- Sandeep Gaur Whole-time Director (DIN: 05284870)	S/d- Dhiraj Kr. Das Director (DIN: 11493455)	
Mumbai, Date: May 23, 2026	S/d- Arun Das CFO	S/d- Priya Agarwal Company Secretary	

Standalone Statement of Profit & Loss for the Year ended March 31, 2026			
PARTICULARS	Note No.	Year Ended March 31, 2026	Year Ended March 31, 2025
INCOME			
Revenue from Operations	16	52.50	409.32
Other Income	17	80.26	56.90
Total Revenue		132.76	466.21
EXPENSES			
Cost of Land, Plots & Constructed Properties & Development Rights	18	7.60	51.24
Purchases of Stock-in-Trade	19	0.00	2.21
Changes in Inventories of finished goods & work in progress	20	0.16	46.99
Employee Benefits Expenses	21	10.00	12.44
Finance Costs	22	0.03	0.04
Depreciation and Amortization Expenses		-	-
Loans & Advances Written Off		1,244.29	-
Other Expenses	23	19.74	309.58
Total Expenses		1,281.83	422.51
PROFIT BEFORE TAXATION		(1,149.06)	43.70
Extra-Ordinary Items		52.62	-
Profit before Tax		(1,201.68)	43.70
TAX EXPENSES			
Current Tax		-	11.00
Tax adjustments for earlier years		0.50	(2.83)
Net Profit/(Loss) for the Year		(1,202.18)	35.54
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Re-measurement of post-employment benefit obligations		-	-
Less: Income tax relating to above item		-	-
Total other Comprehensive Income		-	-
Total Comprehensive Income for the period		(1,202.18)	35.54
Earnings Per Equity Share:			
Basic and Diluted (FV of ₹ 1/- each, PY ₹ 1/- each)		(4.01)	0.12
Summary on Significant Accounting Policies	1 & 24		
The accompanying notes form part of Financial Statements			
As per our Report of Even date	For & on behalf of the Board		
For GP Sharma & Co LLP. Chartered Accountants FRN- 100957W/W100247	S/d- Sandeep Gaur Whole-time Director (DIN: 05284870)	S/d- Dhiraj Kr. Das Director (DIN: 11493455)	
S/d- CA Utkarsh Sharma Partner Membership No: 147906 UDIN: 25069098BMHIQH4359	S/d- Arun Das CFO	S/d- Priya Agarwal Company Secretary	
Mumbai, Date: May 23, 2026			

Statement of Cash Flow Annexed to the Balance Sheet for the Year ended March 31, 2026				
PARTICULARS			Year Ended March 31, 2026	Year Ended March 31, 2025
A.	Cash Flow from Operating Activities			
	Net Profit before Tax and Extra-Ordinary Items		(1,201.68)	43.70
	Adjustments for			
	Share of (profit)/loss from investment in partnership firm		(40.44)	(0.03)
	Extra-Ordinary Items		-	-
	Depreciation & Amortization Expenses		-	
	Operating Profit before Working Capital changes		(1,242.12)	43.68
	Adjustments for Working Capital Changes			
	Increase/(decrease) in Inventory		0.16	46.99
	Increase/(decrease) in Trade Receivable		35.35	(28.74)
	Increase/(decrease) in Short Term Loan & Advances		52.32	(4.07)
	Increase/(decrease) in Current Liabilities		(12.89)	(125.72)
	Increase/(decrease) in Trade Payable		117.30	(243.79)
	Increase/(decrease) in Other Current Assets		770.76	(595.00)
	Direct taxes paid (net of refunds)		1.13	30.47
	Net Cash Flow from Operating Activities		(A)	(277.99)
				(876.18)
B.	Cash Flow From Investing Activities			
	Investments /withdrawal in Partnership Firm		(282.44)	255.75
	Investment in Shares		-	-
	Sale proceeds of Fixed Assets		-	-
	Share of (profit)/loss from investment in partnership firm		40.44	0.03
	Net Cash from Investing Activities		(B)	(242.00)
				255.77
C.	Cash Flow from Financing Activities			
	Increase in Advances Given		410.01	623.72
	Proceed (Repayment) from long term Borrowings		120.00	-
	Net Cash used in Financing Activities		(C)	530.01
				623.72
	Net Increase in Cash & Cash Equivalent			10.02
				3.32
	Opening Balance of Cash & Cash Equivalents		8.68	5.36
	Closing Balance of Cash & Cash Equivalents		18.70	8.68
Component of Cash & Cash Equivalent				
Particulars		Year Ended March 31, 2026	Year Ended March 31, 2025	Year Ended March 31, 2024
Cash in Hand		4.24	1.27	2.97
Balances with Banks		14.47	7.42	2.39
Notes on Cash Flow Statement:				
1. The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard 7 on "Statement of Cash Flow" notified u/s 133 of Companies Act, 2013 ("Act") read with relevant rules issued thereunder and the relevant provisions of the Act.				
2. Change in Liabilities arising from Financing Activities:				
Particulars		Year Ended March 31, 2026	Year Ended March 31, 2025	
Non-Current Borrowings				
Opening Balance		-	-	
Amount Borrowed during the year		120.00	-	
Amount Repaid during the year		-	-	
Closing Balance		120.00	-	
Short-term Borrowings				
Opening Balance		-	-	
Amount Borrowed during the year		-	-	
Amount Repaid during the year		-	-	
Closing Balance		-	-	

Finance Cost		
Opening Balance	-	-
Finance Cost incurrent during the year	-	-
Amount Paid during the Year	-	-
Closing Balance	-	-
Summary on Significant Accounting Policies	1 & 24	
The accompanying notes form part of Financial Statements		
As per our Report of Even date		For & on behalf of the Board
For GP Sharma & Co LLP.		
Chartered Accountants		
FRN- 100957W/W100247		
S/d-	S/d-	S/d-
CA Utkarsh Sharma	Sandeep Gaur	Dhiraj Kr. Das
Partner	Whole-time Director	Director
Membership No: 147906	(DIN: 05284870)	(DIN: 11493455)
UDIN: 25069098BMHIQH4359	S/d-	S/d-
	Arun Das	Priya Agarwal
	CFO	Company Secretary
Mumbai, Date: May 23, 2026		

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

Statement of Changes in Equity for the Year ended March 31, 2026					
PARTICULARS					Amount (Rs. In Lakh)
A. Equity Share Capital					
Balance as at April 1, 2024					300.00
Changes during the year					-
Balance as at March 31, 2025					300.00
Balance as at April 1, 2025					300.00
Changes during the year					
Balance as at March 31, 2026					300.00
B. Other Equity					
Particulars	Reserves & Surplus			Equity Instrument through OCI	Total
	Capital Reserves	Shares Premium Reserves	Retained Earnings		
Balance at the Opening of Reporting Period i.e. 1 st April 2024	10.25	427.50	2,263.06	13.70	2,714.51
Profit for the Year	-	-	35.54	-	35.54
Other Comprehensive Income for the Year*	-	-	-	-	-
Balance at the end of Reporting Period i.e. 31 st March 2025	10.25	427.50	2,298.60	13.70	2,750.04
Balance at the Opening of Reporting Period i.e. 1 st April 2025	10.25	427.50	2,298.60	13.700	2,750.04
Profit for the Year	-	-	(1,202.18)	-	(1,202.18)
Other Comprehensive Income for the Year*	-	-	-	-	-
Balance at the end of Reporting Period i.e. 31 st March, 2026	10.25	427.50	1,096.42	13.70	1,547.87
*Movement in other comprehensive income relates to re-measurements of the net defined benefit plans					
Nature of Reserves:					
a) Shares Premium Reserve: Shares premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.					
b) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to other reserve, dividends or other distributions paid to shareholders.					
c) Capital Reserves: The reserve is utilised in accordance with the provision of the Companies Act, 2013.					
Summary on Significant Accounting Policies			1 & 24		
The accompanying notes form part of Financial Statements					
As per our Report of Even date			For & on behalf of the Board		
For GP Sharma & Co LLP.					
Chartered Accountants					
FRN- 100957W/W100247					
S/d-			S/d-		
CA Utkarsh Sharma			Sandeep Gaur		
Partner			Whole-time Director		
Membership No: 147906			(DIN: 05284870)		
UDIN: 25069098BMHIQH4359					
Mumbai, Date: May 23, 2026			S/d-		
			Arun Das		
			CFO		
			S/d-		
			Priya Agarwal		
			Company Secretary		

Schedule"1" SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS FOR THE YEAR ENDED 31.03.2026:**1. Significant Accounting Policies:****a) Basis of Preparation:**

The financial statements have been prepared and presented in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of Companies Act, 2013. 3('the Act') (to the extent notified) read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements are prepared on going concern, accrual and historical cost basis except for the following assets which have been measured at Fair Value:

- (a) Non-Current Investments measured at Fair Value.

b) Accounting Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

c) Classification of Assets and Liabilities as Current and Non-Current:

All Assets and Liabilities have been classified as current or noncurrent based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

d) Revenue Recognition:**1. Income from Sale of Shares:**

Sale of shares is being accounted on the basis of date of settlement of transaction.

2. Revenue from constructed properties

- i. Assets given on perpetual lease are considered sold in the year in which the agreement to sell is executed and revenue is recognized on the percentage of completion method of accounting referred to in (ii) below.
- ii. Revenue from constructed properties is recognized on the "percentage of completion method". Total sale consideration as per the agreements to sell constructed properties entered into is recognized as revenue based on the percentage of actual project costs incurred thereon to total estimated project cost, subject to such actual cost incurred being 30 per cent or more of the total estimated project cost. Project cost includes cost of land, estimated construction and development cost of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognized in the period such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

3. Property, Plant & Equipment's:**(i) Tangible Assets:**

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assessment:

Asset Class	Useful lives
Furniture and fixtures	10 years
Office Equipment	5 years

(ii) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

4. Depreciation/ Amortization:

All Fixed assets are capitalized at cost inclusive of legal and/or installation and incidental expenses, less accumulated depreciation. The Company provides depreciation on straight line basis on the basis of useful lives of assets as specified in Schedule II to the Companies Act, 2013. Depreciation on assets sold / purchased during the year is proportionately charged.

5. Foreign Currency Translation:

Transactions in foreign currencies i.e. other than the Company's functional currency of India rupees are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

6. Borrowing Costs:

- (i) Borrowing Cost that is directly attributable to the acquisition, construction or production of qualifying asset is capitalized as part of cost of such asset.
- (ii) Borrowing cost other than those directly attributable to the acquisition, construction or production of a qualifying asset are recognized as expense in the period in which they are incurred.

7. Financial instruments:

- (i) Financial assets and liabilities are recognized when the Company becomes party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

8. Inventories:

Inventories are valued at cost or net realizable value-Whichever is lower.

9. Employee Benefits:

The Provided Fund and Gratuity is not applicable to the company in view of number of employees is less than the required as per respective act.

10. Taxation:

Tax Expense comprises current and Deferred Tax -

- a. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and the tax Laws prevailing in the respective Tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to the items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
- b. Deferred income taxes reflect the impact of timing differences between the taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to the items recognized directly in equity is recognized in equity and not in the statement of profit and loss.
- c. Deferred Tax Liabilities are recognized for all taxable timing differences.
- d. Deferred Tax Assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- e. The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes down the carrying amount of deferred Tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.
- f. Minimum Alternative Tax (MAT) paid in a year is charges to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. i.e. the period for which MAT credit is allowed to be carried forward. IN the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note On Accounting For Credit Available in respect of Minimum Alternative Tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".
- g. The company reviews the "MAT credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.
- h. Current and deferred tax for the year:

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

11. Provisions, Contingent Liabilities and Contingent Assets:

- (i) Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.
- (ii) Contingent liability is disclosed for
 - (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
 - (b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- (iii) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realised.

12. Segment Reporting:

- i. Business Segments have been identified on the basis of nature of products/services. The Company's operations relate to trading of shares, Investment Activities, and construction business.

- ii. Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "unallowable".
- iii. Segment Assets and Segment Liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allotted to a segment on reasonable basis, have been disclosed as "unallowable"

13. Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Note 2 – Financial Assets (Investments)

Particulars	Quantity	As at March 31, 2026	As at March 31, 2025
(1)) In Fully Paid Equity Shares (Un-Quoted)			
Shree Vindhya Paper	4000	-	-
S-Ancial Technologies Private Limited		63.80	63.80
Sub-Total (1)		63.80	63.80
(2) Investment in Partnership Firm (At Cost)			
Mark Developers (99%)	-	-	(282.44)
Sub-Total (2)		-	(282.44)
TOTAL (1+2)		63.80	(218.63)

Investments in Partnership Firm	Partner Name	Share of Partner March 31,2025
Mark Developers	Nyssa Corporation Ltd	99.00%
	Ronak Shah	1.00%

Note 3 – Financial Assets (Loan)

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered Good		
Others	614.68	964.15
TOTAL	614.68	964.15

Note 4 – Other Non-Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered Good		
Other Business Advances	1,129.25	1,193.27
Duties & Taxes Refundable	12.91	9.43
TOTAL	1,142.16	1,202.69

Note 5 – Financial Assets (Inventories)

Particulars	As at March 31, 2026	As at March 31, 2025
Finished Goods	0.36	0.52
TOTAL	0.36	0.52

Note 6 – Financial Assets (Trade Receivables)

Particulars	As at March 31, 2026	As at March 31, 2025
Dues from Clients	120.78	156.13
TOTAL	120.78	156.13

Note 7 – Cash & Cash Equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with Banks in Current Accounts	14.47	7.42
Cash In Hand	4.24	1.27
TOTAL	18.71	8.68

Note 8 – Short Term Loans

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered Good		
Short Term Loans & Advances	28.26	80.58
TOTAL	28.26	80.58

Note 9 – Current Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered Good		
Tax Assets (Net of Provision)	4.37	6.00
TOTAL	4.37	6.00

Note 10 – Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered Good		
Other Business Advances	130.00	900.76
TOTAL	130.00	900.76

Note 11 – Equity Share Capital

Particulars	As at March 31, 2026	As at March 31, 2025
Authorized Capital		
5,20,00,000 (March 31, 2025: 5,20,00,000) Equity Shares of ₹ 1/- each	520.00	520.00
TOTAL	520.00	520.00
Issued, Subscribed & Paid-up Capital		
3,00,00,000 (March 31, 2025: 3,00,00,000) Equity Shares of ₹ 1/- each	300.00	300.00
TOTAL	300.00	300.00

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the commencement and at the end of the year	3,00,00,000	300.00	3,00,00,000	300.00

(b) Shares held by Holding Company

Particulars	As at March 31, 2026	As at March 31, 2025
Not Any	00	00

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Not Any	0	00	0	00

(d) Details of shareholders by Promoters of the Company

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Shailja Ruia	0	0.00	0	0.00
Rekha R Ruia	0	0.00	0	0.00
Ravindrakumra Ruia	0	0.00	0	0.00
Sushilkumar Ramjiwan Nevatia	10	10.00	10	10.00

(e) Terms and rights attached to Equity Shares:

The Company has only one class of Equity Shares having a Face Value of ₹ 1/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

Note 12 – Other Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Capital Reserves		
At the commencement and at the end of the year	10.25	10.25
Securities Premium Reserves		
At the commencement and at the end of the year	427.50	427.50
Retained Earnings		
At the commencement and at the end of the year	1,096.42	2,298.60
Other Comprehensive Income		
At the commencement and at the end of the year	13.70	13.70
TOTAL	1,547.87	2,750.04

Nature and purpose of other Reserves**Capital Reserve**

The Capital Reserves are the retained earnings of a Company which are kept aside out of Company's profits to meet future (known or unknown) obligations. The general reserve is a free Reserve which can be utilized for any purpose after fulfilling certain conditions.

Note 13 – Financial Liabilities (Borrowings)

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured Loan	120.00	0.00
TOTAL	120.00	0.00

Note 14 – Trade Payable

Particulars	As at March 31, 2026	As at March 31, 2025
Others	123.85	6.54
TOTAL	123.85	6.54

Note 15 – Other Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Other Liabilities	30.21	30.21
Statutory Liabilities	1.19	14.08
TOTAL	31.41	44.29

Note 16 – Revenue from Operation

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Sale of Equity Shares	52.50	409.32
TOTAL	52.50	409.32

Note 17 – Other Income

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Profit /(Loss) from Partnership Firm - Mark Developers	40.44	0.03
Dividend Received	-	-
Interest Received	39.83	56.87
TOTAL	80.26	56.90

Note 18 – Cost of Land, Plots & Constructed Properties & Development Rights

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Property Tax	-	0.20
Labour Charges	-	35.73
Architect Fees	-	11.11
Fire Fighting expenses	7.60	4.20
TOTAL	7.60	51.24

Note 19 – Purchase of Stock

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Purchases	-	1.78
Add: D P Charges	-	0.07
Add: STT	-	0.30
Add: Stock Exchange Expenses	-	0.05
TOTAL	-	2.21

Note 20 – Changes in Inventories

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Inventories at the beginning of the Year		
Finished Goods	0.52	47.51
Inventories at the end of the Year		
Finished Goods	0.36	0.52
NET CHANGES	0.16	46.99

Note 21 – Employee Benefits Expenses

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Salaries to Staff	10.00	12.44
TOTAL	10.00	12.44

Note 22 – Finance Cost

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Interest Expenses	0.02	-
Bank Charges	0.02	0.04
TOTAL	0.04	0.04

Note 23 – Other Expenses

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Advertisement Expenses	0.15	-
Audit Fees	0.30	0.30
Balance Written off	-	275.00
Office Expenses	3.59	2.16
Printing & Stationery Expenses	0.73	0.85
Professional & Legal Fees	2.65	9.92
Profession Tax	0.03	0.03
Repairs & Maintenance	2.08	7.07
Rent Paid	-	0.18
ROC Fees	-	0.12
Share transfer Fees	0.18	4.35
Stamp Duty Charges	-	0.01
Telephone Expenses	-	0.01
Travelling Expenses	2.01	6.34
RTA Fees	0.03	-
BSE annual fees	3.25	3.25
Share Registrar Fees	4.74	-
TOTAL	19.74	309.58

Note 24**Other Notes to Accounts:**

i) The company has entered as a partner into partnership for development of land in and around Surat district of Gujarat in the name of M/s Mark Developers. The amount paid to this partnership, is classified as investment.

ii) Related Party Disclosure as per Accounting Standard 18 on “Related Party Disclosures”:

(A) Names of the related parties and description of relationship:
Enterprises where control exist: None

(i) Directors

a) Mr. Prasanna Shirke – Whole time Director & CFO

- b) Ms. Nikita Poddar – Company Secretary
- c) Mr. Hemant Gokhale – Independent Director
- d) Mrs. Sonal Atal – Independent Director
- e) Ms. Priya Agarwal – Company Secretary
- f) Mr. Sandeep Gaur – Whole time Director

(ii) Associates Concern

- (a) Mark Developers- Partnership Firm

(B) The following transaction was carried out with related parties in the ordinary course of business (Rupee in Lac): -

Particulars	Mark Developers - Partnership Firm		Directors & KMP	
	Current Year	Previous year	Current Year	Previous year
Introduction/(Withdrawal) in Firm (Net)	-	(255.75)	-	--
Remunerations	-	-	4.64	4.69

(C) Year End Balance

Particulars		Amt in Lacs	
		Current Year	Pervious Year
Directors	CR	NIL	NIL
Investment in Partnership Firm-Mark Developers	DR	NIL	(282.44)

- iii) In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. In the opinion of the Board of directors, the provisions for all the liabilities are adequate and not in excess of the amounts considered reasonably necessary and there are no contingent liabilities outstanding on the balance sheet date.

- iv) Earnings Per Share:

Particulars	Current Year (Rupees)	Previous Year (Rupees)
Face Value Per Share	1	1
Profit after tax (excluding excess/short) provision of taxation earlier years written back/(off)	(12,02,17,854)	35,28,616
Number of shares used in computing Basic & Diluted EPS (Calculated by using Weighted Average Method)	3,00,00,000	3,00,00,000
Earnings Per Share – Basic & Diluted	(4.01)	0.12

- v) There are no amounts due and outstanding to be credited to investor education & protection fund as at 31st March, 2026.
- vi) 1. The company has identified two reportable segments viz. Realty & Investment. Segments have been identified and reported taking into account nature of products & services, the differing risk and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.
 - a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which are relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Un-allocable”.
 - b) Segment assets and segment liabilities represent assets and liabilities in respective segment. Other assets & liabilities that cannot be allocated to segment on reasonable basis have been disclosed as “Un-allocable”.

2. Primary Segment Information:

S.	Particulars	Realty	Investment
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No.		2025-26	2024-25	2025-26	2024-25
1	Segment Revenue				
	External Turnover	52.50	107.59	80.26	358.60
	Less: Inter Segment	-	-	-	-
	Net Turnover	52.50	107.59	80.26	358.60
2	Segment Result				
	Net profit before interest & Tax	(33.99)	25.47	(1167.69)	18.24
	Less: Interest	-	-	-	-
	Profit before Tax	(33.99)	25.47	(1167.69)	18.24
3	Other Information				
	Capital Employed (Assets – Liabilities)	1493.31	1527.30	140.31	1308.00

vii) Auditors' remuneration & expenses charges to accounts: -

Particulars	2025-26	2024-25
Statutory Audit Fees	35,400/-	35,400/-
Tax Audit Fees	-	-
TOTAL	35,400/-	35,400/-

viii) Balances of debtors, creditors and Loan & advances are subject to confirmation.

ix) Other Statutory Information:

- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of The Company (ultimate beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Company is not declared willful defaulter by any bank or financial institution or lender during the year.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company does not have any transactions with companies which are struck off.

x) The previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

As per our Report of Even date

For G P Sharma & Co LLP.

Chartered Accountants

FRN- 323891E

S/d-

CA Utkarsh Sharma

Partner

Membership No: 147906

UDIN: 25069098BMHIQH4359

Mumbai, Date: May 23, 2026

For & on behalf of the Board

S/d-

Sandeep Gaur

Whole-time Director

(DIN: 05284870)

S/d-

Dhiraj Kr. Das

Director

(DIN: 11493455)

S/d-

Arun Das

CFO

S/d-

Priya Agarwal

Company Secretary