August 25, 2026

To,

The Listing Department
National Stock Exchange of India Limited
"Exchange Plaza" Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai-400001

**NSE Symbol : SGMART**

**Scrip Code: 512329**

**Sub: Annual Report for the Financial Year 2025-26**

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith Annual Report of the Company, for the Financial Year 2025-26 which is also being sent through E-mail to all those members of the Company whose E-mail IDs are registered with Company/Registrar and Transfer Agent/ Depository Participants.

Further, in accordance with Regulation 36 (1) (b) of Listing Regulations, a letter containing the web-link and path for accessing the Annual Report for FY 2025-26 is being sent to all those Members who have not registered their E-mail IDs with Company/Registrar and Transfer Agent/ Depository Participants.

This is for your kind reference and records.

The same will be available on the Company's website i.e., www.sgmart.co.in

**Yours faithfully,**
**For SG Mart Limited**

SACHIN KUMAR
Digitally signed by SACHIN KUMAR
Date: 2026.08.25 18:58:25 +05'30'

**Sachin Kumar**
**Company Secretary and Compliance Officer**
**ICSI M. No. F13972**

**Place: Noida**
**Encl: a/a**

SG MART LIMITED
ANNUAL REPORT 2025-26

SG MART
ONE MART. INFINITE POSSIBILITIES

# Hardest Part Is **Done**

## Hardest Part is Done

Every business begins with ambition. But building something that endures demands far more than growth alone. It requires clarity shaped through experience, discipline strengthened by challenges and the conviction to evolve with purpose.

For SG Mart, the past few years have marked a defining phase of transformation. What began as a trading-led business steadily evolved into a more integrated platform across the metals and infrastructure value chain, with an expanding presence across processing, Steel Profiling Products and solar structures. Each step strengthened our operational capabilities, deepened market understanding and sharpened our strategic direction.

The journey demanded adaptability, disciplined execution and the willingness to make choices aligned with long-term value creation rather than short-term momentum. Along the way, we learned that scale alone does not create resilience. Sustainable growth is built by strengthening foundations, building the right capabilities and creating the operational structure needed to support future opportunities.

Today, SG Mart stands as more than an expanding enterprise. It is a platform built on stronger foundations, integrated capabilities and increasing participation in value-added and renewable segments.

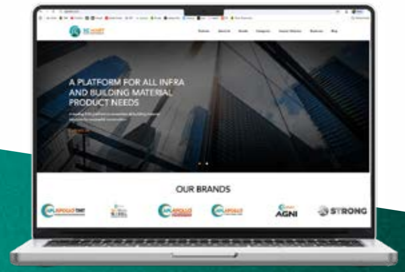
**Hardest Part is Done** reflects this transition. Because often, the hardest part of building a business is not growing it, but building the capability, conviction and foundation to grow it the right way.

**And that part is done.**

**Each challenge strengthened our thinking.**

**Each decision sharpened our direction.**

**Each experience transformed ambition into a more focused and future-ready business.**




Scan the QR code to know more about us

or

visit our website: www.sgmart.co.in

## Contents



**Forward-looking statements**

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

# About Us

**We operate as a India's Integrated Building & Infrastructure Materials Platform for the supply of metals and building materials, including steel products such as hot rolled coils, billets, TMT bars and structural steel. Our offerings support a wide range of application across construction, industrial applications, infrastructure and manufacturing sectors.**

Our operations are organized across four business verticals, which includes B2B metal trading, a network of service centres, Steel Profiling Products and solar structures. This enables us to participate across multiple stages of the value chain from sourcing and bulk trading to value-added processing and downstream distribution. This integrated model enhances our ability to deliver consistent quality, improve cost efficiencies and respond to evolving customer requirements with agility.

### Vision

To be the leading platform for Building Material solutions and simplifying business solutions.

### Mission

To enhance accessibility and make the procurement process for all stakeholders easy.

### Our Values

SG Mart's values encompass quality, Transparency, customer focus ensuring customer satisfaction and success, integrity, collaboration, sustainability, and reliability.

### Industries we serve

- Construction and real estate
- Infrastructure
- Manufacturing and engineering
- MSME and fabrication
- Renewable energy

**₹63,153 Mn**
Revenue from operations

**₹1,367 Mn**
EBTIDA

**8%**
Growth in Revenue y-o-y

**33%**
Growth in EBTIDA y-o-y

**₹7,527 Mn**
Net cash

**1.095 Mn Tons**
Steel products sold in FY26

# Director's Message

**With the foundation, capabilities and discipline now in place, we are positioned to scale with greater clarity, confidence and purpose.**

FY 2025-26 was, in many ways, a defining year for SG Mart. When we began this journey, the challenge before us was clear: to build a large-scale, organized metals platform in a sector long characterized by fragmentation, informality, and narrow margins. Today, we believe that the foundation is firmly in place. Our four business verticals, B2B Metal Trading, Network of Service Centres, Steel Profiling Products, and solar structures, are operational, generating revenue, and steadily scaling up. What was once a vision has now evolved into an integrated platform with meaningful operational depth and long-term potential.

### The Shape of the Year

FY26 was not without its headwinds. The onset of the Middle East conflict in March 2026 disrupted operations at our Dubai service centre and impacted steel supply chains linked to our B2B trading business. Simultaneously, gas shortages at domestic steel mills led to temporary constraints in coated steel availability, affecting the ramp-up of our Renewable Structures business. Despite these external challenges, we delivered a strong performance and continued to strengthen the underlying fundamentals of the business.

India today stands at a pivotal moment in its economic journey. With the country's GDP projected to reach USD 10 trillion by 2032, manufacturing-led growth is expected to unlock a USD 3 trillion opportunity. Yet, unlike several developed economies where B2B metal trade is consolidated through organized hubs, India's marketplace continues to remain highly fragmented. The organized share of this nearly USD 2 trillion opportunity is still relatively small. We believe SG Mart is strategically positioned to participate in, and contribute meaningfully to, this transition towards a more structured and efficient ecosystem.

### The Payoff of Preparation

FY26 revenue stood at ₹ 63,153 Mn, reflecting an 8% increase over the previous year. EBITDA grew 33% to ₹ 1,367 Mn, while net profit increased by 7% to ₹1,111 Mn. More importantly, these numbers reflect the discipline with which we approached the year. We consciously reduced our dependence on low-margin B2B trading, prioritized value-added businesses, streamlined working capital, and continued investing in capabilities that we believe will shape our earnings profile over the next decade.

Net working capital days improved significantly from 30 in FY25 to 20 days in FY26, resulting in operating cash flows of approximately ₹ 3 Bn during the year. This sharper focus on operational efficiency has strengthened both our balance sheet and our ability to fund future growth internally.

### The Foundation in Action

Our Network of Service Centres processed ~637k tonnes in FY26 and remains one of the clearest indicators of our evolution beyond conventional trading. Seven service centres are currently operational, with utilization levels remaining healthy across locations. We plan to add five additional centres in FY27 and are actively evaluating opportunities in Hyderabad, Chennai, and Punjab.

Our Renewable Structures business delivered its first full year of meaningful volumes during FY26, driven primarily by utility-scale solar mounting structures processed at our Dujana and Pune facilities. While short-term volumes were impacted by coated steel shortages arising from gas supply disruptions at steel mills, we expect these constraints to normalize gradually. By the upcoming fiscal year, we are targeting an annual processing capacity of nearly 0.5 MTPA each across Solar Structures and Steel Profiling Products.

The Steel Profiling Products vertical was operationalised during the second half of FY26. Marketed under the APL Apollo brand through the group's distribution network, this business currently delivers the highest EBITDA per tonne among all our segments. The initial ramp-up has been encouraging, and additional machines are expected to be commissioned over the coming months.

At the same time, our B2B Metal Trading business continues to provide the sourcing scale, supplier relationships, and market connectivity that support the broader platform. While trading remains our largest business by volume, the increasing contribution from value-added segments marks an important shift in the Company's long-term earnings mix.

### Building the Next Phase

Based on the current momentum across our businesses, we remain confident of moving towards this range, subject to stability in geopolitical conditions and steel supply dynamics.

Over the next three years, we are targeting 50% CAGR in business EBITDA, supported by the expansion of our service centre network to nearly 20 locations. To support this next phase of growth, we have approved a capital expenditure plan of at least ₹1500+ cr in next 3 years towards new service centres, land acquisition, and additional profiling machines. Importantly, these investments are expected to be funded through internal accruals and our net cash position, without any material dilution.

The convergence of India's manufacturing ambitions, renewable energy expansion, and the continued formalization of the MSME sector presents a durable opportunity for SG Mart. We enter the coming year with a leaner balance sheet, a proven operating model, and a team that has navigated a demanding environment with focus and commitment. The effort invested over the last few years has given us the platform, capabilities, and confidence to now scale with greater clarity and purpose.

### A Word of Gratitude

We remain a young organization, and every milestone we have achieved has been shaped by the collective efforts of our teams on the ground, our management, our suppliers, our customers, and our shareholders. We are deeply conscious of the trust placed in us and remain committed to honouring it through disciplined execution and transparent communication, and long-term value creation.

Thank you for your continued confidence and support. We look forward to sharing our progress with you in the years ahead.

Yours sincerely,

**Amit Thakur**
Whole Time Director
SG Mart Ltd

# Key Performance Indicators

## Revenue from operations
(in ₹ Mn)

**63,153**

| | |
|---|---|
| FY 2025-26 | 63,153 |
| FY 2024-25 | 58,562 |
| FY 2023-24 | 26,829 |

## EBITDA
(in ₹ Mn)

**1,367**

| | |
|---|---|
| FY 2025-26 | 1,367 |
| FY 2024-25 | 1,031 |
| FY 2023-24 | 618 |

## EBITDA margin
(in %)

**2.2**

| | |
|---|---|
| FY 2025-26 | 2.2 |
| FY 2024-25 | 1.8 |
| FY 2023-24 | 2.3 |

## PAT
(in ₹ Mn)

**1,111**

| | |
|---|---|
| FY 2025-26 | 1,111 |
| FY 2024-25 | 1,034 |
| FY 2023-24 | 609 |

## PAT margin
(in %)

**1.8**

| | |
|---|---|
| FY 2025-26 | 1.8 |
| FY 2024-25 | 1.8 |
| FY 2023-24 | 2.3 |

0.0 0.5 1.0 1.5 2.0 2.5

## Total Volumes traded
(in kilo tonnes)

**1,095**

| | |
|---|---|
| FY 2025-26 | 1,095 |
| FY 2024-25 | 1,018 |
| FY 2023-24 | 322 |

## Registered customers
(in units)

**2,470**

| | |
|---|---|
| FY 2025-26 | 2,470 |
| FY 2024-25 | 2,257 |
| FY 2023-24 | 650 |



# Our Strategic Roadmap

Our strategy is centred on building a scalable and margin-accretive business by aligning our operations with high-potential segments and maintaining disciplined execution. Over the past few years, we have transitioned from an exploratory phase to a more structured model, guided by clear insights and defined priorities.

## Strategic Priorities

**Focus on Value-Added Segments**

We are expanding beyond pure trading into segments that offer stronger margins and customer engagement.

**Rationalisation of Capital-Intensive Models**

We are reducing exposure to models with high cash burn by prioritizing businesses with stronger unit economics and tighter control over working capital.

**Leveraging Group Expertise**

We draw on over three decades of experience within our broader ecosystem to guide execution and support informed decision-making.

## Way Forward

We are evolving towards a more structured operating model, with a sharper focus on identified growth drivers. Our objective is to build a scalable and profitable platform, while remaining responsive to emerging market opportunities as we progress towards 2030.

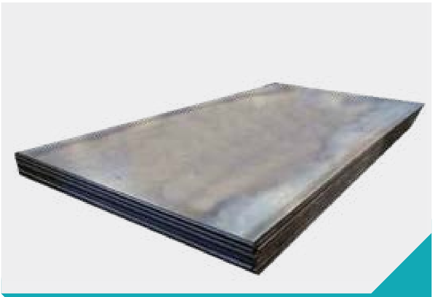
# Network of Service Centres

**Our expansion into service centre operations reflects a shift towards value-added capabilities within the industrial supply chain. This vertical strengthens our role beyond trading by enabling processing and customization based on specific customer requirements.**

Through this vertical, we aim to improve control over product quality, delivery timelines and operational efficiency, while catering to a wider range of industrial applications. This phase represents a progression in our business model and expands our participation across the value chain.

## Product Portfolio

Our service centres process and supply customized metal products used across industrial and infrastructure applications.



Metal Plates

Embossed sheets

We expanded our processing capabilities with the addition of slitting lines, enabling us to better address evolving market requirements and support downstream applications, including renewable energy structures.

## Performance Overview

This vertical continues to demonstrate steady performance, with volumes and revenues indicating sustained demand for processed products. The segment remains central to our transition towards value-added operations.

**637k tons**

Volume of steel sold

**₹ 32,144 Mn**

Total revenue

## Strengths and Positioning

We have strengthened our order fulfilment processes by introducing defined service lead times and enhancing production and inventory management systems through SAP modules. This has improved operational coordination while providing greater visibility and control over order execution.

Our service centre network has enabled us to build enduring customer relationships across locations and establish ourselves as a reliable supplier across regions. This vertical continues to reinforce our positioning in value-added segments of the metals value chain.

## Our Approach

We continue to strengthen this vertical by expanding processing capabilities and driving greater operational efficiency.

Going forward, we intend to expand further into value-added processing, including downstream products such as CRCA and GP, thereby broadening our product portfolio and aligning with evolving market requirements.

# Steel Profiling Products

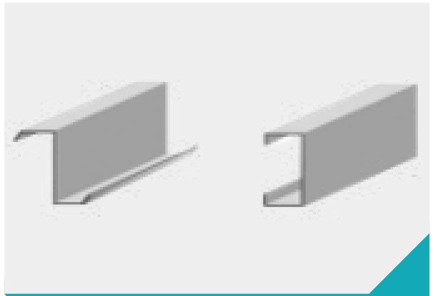
**Our Steel Profiling Products business extends our presence closer to end-use applications by supplying processed and application-specific products. This vertical builds on our trading and service centre capabilities, enabling us to address more defined customer requirements.**

It supports a broader market reach while catering to demand for ready-to-use and customised products within the industrial and infrastructure ecosystem. This phase represents a further step in our progression across the value chain.

## Product Portfolio

Our offerings within this vertical include products designed for downstream industrial and infrastructure applications, such as

Strut Channels



Z/C Purlins

Racking Profiles

Cable Trays

Door Frames

The product portfolio has remained largely consistent during the year, with plans underway to expand into fasteners and other construction-related products.

## Our Approach

As the franchise network expands, ensuring consistency in quality and supply across locations remains a key priority.

Going forward, we aim to strengthen this vertical by scaling up capacity to 0.5 MTPA, alongside further expansion of the distribution network and deeper engagement with channel partners.

We also intend to increase participation in project-led demand by securing additional project and government approvals, while aligning our product portfolio more closely with market requirements.

## Performance Overview

The segment reflects a gradual realignment within the overall business mix, with a more measured contribution relative to other verticals.

The business transitioned from a trading-led model to a white-labelling and franchise-based royalty model, reflecting a structural shift in our operating framework.

**₹ 455 Mn**
Total revenue

**6,793 Ton**
Volume

## Strengths and Positioning

The vertical operates through a franchise-based model, with increased franchise onboarding during the year, supporting wider market reach. We continue increase market coverage by expanding our distributor network and establishing new relationships across regions.

Our operations are supported by a focus on committed deliveries, transparent pricing and consistent product quality, which together ensure reliability across the distribution ecosystem. Distributor engagement has been strengthened through branding support and facilitation of project approvals, enhancing order visibility and market responsiveness.

# Solar Structures

**Our entry into renewable structures reflects our focus on participating in segments aligned with the growing demand for clean energy and infrastructure development. This vertical is centred on supplying structural components for solar installations and related applications.**

Through this, we aim to align our business with emerging opportunities in the renewable energy sector, particularly in areas where demand for structural support systems continues to grow. We expanded our presence into rooftop solar structures and established a distribution network to support broader market reach. This phase reflects our intent to participate in application-driven segments that offer visibility of demand and alignment with long-term sectoral trends.

## Product Expansion

Our offerings in this vertical include structural components used in solar applications, such as

Utility industrial solar mounting structures

Residential solar mounting structures

We have expanded our product portfolio to include additional components aligned with evolving requirements in solar and infrastructure applications

These include

Solar Module Mounting Structures

## Performance Overview

This vertical is at a developing stage and is being built in line with identified opportunities in the renewable energy ecosystem. Our current focus is on establishing capabilities, understanding customer requirements and aligning our offerings with project-specific needs.

In FY26, the segment has begun contributing to the business, marking our entry into renewable-linked applications. Early traction reflects initial scale-up across solar and infrastructure segments.

**₹3,065 Mn**
/ Total revenue

**39,894 Ton**
/ Volumes

## Strengths and Execution

Our operations are supported by in-house manufacturing capabilities across locations, providing tighter control over production, quality and turnaround times.

We manufacture in line with customer-specific designs, supported by advanced machinery and dedicated in-house tooling facilities. Our tooling workshops enable us to cater to address highly customised project requirements with precision and consistency.

We have also strengthened our relationships with EPC firms and IPPs, reflected in repeat orders and a steadily expanding network within this segment.

This growth is further supported by favourable demand dynamics, driven by central and state government initiatives in the renewable energy sector.

## Our Approach

As we scale this vertical, managing a diverse range of product configurations and specifications across customers remains an operational priority.

Going forward, we aim to expand capacity up to 0.5 MTPA through ongoing capacity additions, supported by a strong client base and an established distribution network. We intend to scale our presence significantly over the next two to three years, aligning capacity and capabilities with emerging market opportunities.

# B2B Metal Trading

## Our entry into the industrial supply ecosystem was anchored in B2B metal trading, which formed the initial focus of our operations.

Under this vertical, we procure bulk quantities of metal products directly from primary producers and facilitate delivery to dealers, distributors and industrial buyers. This model enables efficient supply without reliance on intermediary warehousing, supporting seamless movement across the value chain.

We also extended our trading footprint into regions where we do not yet operate, allowing us to widen our customer base.

### Product Portfolio

Our portfolio within this vertical includes steel and structural materials widely used in industrial and infrastructure applications. These offerings allowed us to engage with a broad base of customers while developing relationships with suppliers across the value chain.

Earthing Strips

Welding Rod

### Performance Overview

In FY26, the segment reflects a more moderate run-rate, with volumes and revenues stabilizing at lower levels compared to the previous year. This aligns with our calibrated approach to trading and a more balanced, value-focused business mix. Demand remained robust with stronger momentum observed in the second half of the year.

**411k tons**
/ Volume of steel sold

**₹19,560 Mn**
/ Total revenue

### Strengths and Execution

Our operations are anchored in long-standing relationships with steel suppliers, which enable us to ensure consistent sourcing and uninterrupted supply. We follow a transparent, market-aligned pricing approach that reflects prevailing conditions.

Delivery consistency and reliability are supported through committed supplier relationships and annual MOUs with key steel manufacturers. Efficient last-mile logistics, enabled through large-scale partners, further strengthen our ability to move materials seamlessly.

During the year, we further diversified our supplier ecosystem with the addition of partners such as NMDC and JSOL, further enhancing the resilience of our supply chain.

### Our Approach

We are repositioning this vertical within a broader integrated platform across the metals value chain. By combining sourcing, processing and distribution capabilities, we aim to strengthen control over product flow, improve responsiveness and increase participation in value-added segments.

Going forward, our focus remains on strengthening relationships with customers and building dedicated business engagements over the year.

# Client Testimonials

We work with customers across construction and infrastructure segments, supporting project requirements through our product portfolio and execution capabilities. Feedback from customers offers a perspective on how our solutions contribute to project execution across applications.

### Customer Voices

"We consistently rely on SG Mart for building materials, including lighting and tiles for interior construction. The brand never disappoints! From the perfect lighting to even modular switches, we always rely on SG Mart to deliver top-notch quality and innovation for all my construction and interior needs. Their exquisite range of products ensures a seamless and stylish finish in every project."

**— Ace Infracity Developers Private Limited**

"SG Mart turned out to be a saviour during our construction journey. Our team sourced a significant portion of materials for infrastructure projects from them, and the products met expectations in terms of strength and durability. We would highly recommend SG Mart to anyone in need of a comprehensive and reliable range of efficient building material products."

**— Samridhi Infra Square Private Limited**



# Environment

Our environmental approach is closely aligned with the nature and scale of our operations across trading, processing and distribution. We focus on complying with applicable environmental regulations while progressively aligning our practices with evolving requirements across the industrial and infrastructure ecosystem.

We ensure compliance with all applicable regulatory requirements across the states in which we operate and have secured the necessary certifications, reflecting adherence to established environmental norms.

### Operational Environmental Aspects

Environmental considerations within our operations are primarily linked to sourcing, logistics and processing activities and are addressed through structured practices across each stage.

In sourcing, we work with suppliers who are aligned with ESG principles and ensure that relevant compliance certifications are in place. This supports responsible and traceable procurement across our supply chain.

Across logistics, we are progressively scaling the use of electric vehicle (EV)-based transportation for both inbound and outbound movement of goods, while also encouraging wider adoption of EV-led logistics within our ecosystem.

### Energy efficiency

Our operations involve the use of machinery and equipment across facilities, with a continued focus on optimizing energy consumption. We invest in advanced, energy-efficient machinery designed to improve power utilisation and drive operational efficiency across locations.

### Waste and Emissions

Our processing activities are characterized by a limited environmental footprint, with no direct carbon emissions or generation of hazardous liquid waste. This enables us to maintain controlled and compliant operations

### Compliance and Monitoring

We have established systems and processes to monitor environmental compliance across our operations. These mechanisms support adherence to regulatory requirements and ensure continuity in compliance practices across locations.

# Corporate Social Responsibility

## Our Approach

At SG Mart Limited, we view Corporate Social Responsibility (CSR) as an integral part of how we operate and create value beyond business outcomes. Our efforts are directed towards generating meaningful and enduring impact across communities, in alignment with Schedule VII of the Companies Act, 2013. We focus on areas of critical importance, including healthcare, education and community well-being.

Our approach is embedded within our broader business philosophy, enabling us to maintain a responsible balance between commercial priorities, societal needs and environmental considerations. Through this, we seek to contribute to long-term development while remaining consistent with our core values and strategic direction.

## Key Initiatives

For FY 2026-27, we partnered with APL Apollo Foundation, a group entity, on strengthening healthcare reach and provide access to the needy via interventions to co-support a medical facility. The interventions include construction and procurement of medical equipment as planned for commencement of operations as part of an ongoing healthcare project.

## Alignment With Our Business Philosophy

Our CSR efforts are closely aligned with our long-term outlook and reflect our commitment to responsible growth. We seek to strengthen the connection between business and society by supporting initiatives that address pressing social challenges in a focused and consistent manner.

Our areas of engagement focus include

- Access to healthcare and medical relief
- Education and skill development
- Hunger, poverty and malnutrition
- Environmental sustainability

## Way Forward

Going forward, our CSR priorities will continue to be guided by Schedule VII of the Companies Act, 2013, with sustained emphasis on priority areas. These include,

- Enhancing healthcare access, including preventive care
- Expanding initiatives related to sanitation and safe drinking water
- Supporting efforts to address hunger, poverty and malnutrition
- Strengthening education and skill development

We will build on existing programmes with a sharper focus on depth and reach, while identifying new avenues to extend our contribution to communities.

# Corporate Governance

**We have established a governance framework that supports effective oversight, prudent risk management and informed decision-making. As expectations from regulators, investors and stakeholders evolve, we remain focused on strengthening our governance practices in line with these developments.**

We believe that strong governance practices are essential for sustaining stakeholder confidence, ensuring effective project execution and managing regulatory and environmental responsibilities associated with our operations.

## Promoting Ethical Conduct

We have implemented mechanisms to promote ethical conduct across the organization, supported by defined codes and structured reporting frameworks.

## Whistleblower Policy

Our **Whistle Blower Policy** enables employees and stakeholders to report concerns related to unethical practices, with safeguards for confidentiality and direct access to the Audit Committee for review and appropriate resolution.

## Board of Directors

### Mr. Arun Agarwal

Non-Executive - Non-Independent Director

He is a Chartered Accountant, joined Apollo Pipes Limited as Whole Time Director (Joint Managing Director) on April 1, 2023. With over two decades of experience in managing diverse business operations, he has been instrumental in driving a remarkable transformation in the Apollo Pipes Limited's core operations. Under his leadership, Apollo Pipes has expanded through new projects, business verticals, and the strategic acquisition of Kisan Mouldings Limited, significantly enhancing its geographical presence and overall growth.

Before joining Apollo Pipes, Mr. Agarwal spent 14 years at APL Apollo Tubes Limited, where he served as Chief Operating Officer. He was responsible for overseeing the operations of all 11 manufacturing plants and played a key role in areas such as plant maintenance, power management, and total quality management. He was also actively involved in strategic decision-making, contributing significantly to the group's operational efficiency and overall growth

### Mr. Anil Kumar Bansal

Non-Executive - Independent Director

He was a former executive director of the Indian Overseas Bank, Shri Anil Kumar Bansal, and had four decades of rich experience in the banking industry. His impressive knowledge of banking, the Indian economy, corporate affairs and risk and ratings were strongly backed by his rich professional experience.

### Mr. Amit Thakur

Whole Time Director

He had more than 20 years of extensive experience in managing operations entailing Procurement and Supply Chain, Business Development, Sales, Marketing Strategies and people management, with excellent team building and management skills to get the best output and keep the team motivated and impressive success in setting up and delivering innovative business solutions and consistently achieving revenue, profit and business growth of the Companies.

Audit Committee | Nomination and Remuneration Committee | Stakeholders Relationship Committee | Risk Management Committee | Corporate Social Responsibility Committee

**Mrs. Neeru Abrol**

Non-Executive - Independent Director

She is a Chartered Accountant by profession with over four decades of rich experience in Finance and Management. She served first as Director (Finance) and then as Chairperson and Managing Director of National Fertilizers Limited (NFL) between 2007 to 2015, the second largest urea producer in the Country with a market share of 16%. Prior to NFL, she worked with Steel Authority of India for 25+ years and held various leadership positions. She has been the recipient of multiple awards over her illustrious career: 'Business Achiever' twice in 2011 and 2014 by Institute of Chartered Accountants of India, 'Outstanding Woman Manager' in Public Sector Enterprises maiden award by SCOPE for 2010-11, Greatest Corporate leaders of India Award in 2014, to name a few.

**Mr. Prakash Kumar Singh**

Non-Executive - Independent Director

He is alumni of IIT-Roorkie and has over 40 years of experience in steel industry and is the former Chairman of Steel Authority of India Limited. He has confirmed that he is not debarred from holding the office of director by virtue of any Order of SEBI or any other authority.

**Mr. Dukhabandhu Rath**

Non-Executive - Independent Director

He is a Senior top Executive Banker with almost 4 decades of meritorious service in the Indian Banking Industry out of which he served State Bank of India (SBI) for 36 years. He joined SBI in 1984 as a Probationary Officer (Scale 1). Earlier, he served in two other Public Sector Banks. As a business leader and results-driven professional a wide variety of roles and assignments have been handled by him successfully at the Corporate Office, Independent Circles, Regional Offices and other operational assignments of SBI in India and abroad.

He was recognized as a Top Performer in SBI and has won several honors, awards and recognitions. He has a proven track record of consistently exceeding business, financial and operational targets whilst ensuring compliance with highest service standards and operational efficiencies. The various roles encompassed identifying, developing and implementing innovative banking practices to achieve growth combined with risk mitigation. Shri Dukhabandhu Rath has acquired hands-on experience in providing a long-term vision and creative strategic focus towards achieving business goals and overseeing long-term budgetary planning and costs management in alignment with SBI's strategic plan during his tenure. He handled implementation of Corporate Social Responsibility in SBI Ahmedabad Circle comprising of Gujarat and 3 Union Territories. He has handled Corporate Governance, Commercial Banking, Retail Banking, International Banking, Operations, Human Resources Management, Industrial Relations Management & Corporate Relationship in his long career. He is Certified Associate of Indian Institute of Bankers and trained on IT Security by IDRBT.

Audit Committee

Nomination and Remuneration Committee

Stakeholders Relationship Committee

Risk Management Committee

Corporate Social Responsibility Committee



# Corporate Information

### Whole Time Director
Shri Amit Thakur
(DIN: 10732682)

### Non-Executive Independent Directors
Ms. Neeru Abrol (DIN: 01279485)
Shri Prakash Kumar Singh (DIN: 06398868)
Shri Dukhabandhu Rath (DIN: 08965826)
Shri Anil Kumar Bansal (DIN: 06752578)

### Non-Executive Non-Independent Director
Shri Arun Agarwal (DIN: 10067312)

### Chief Financial Officer
Mr. Suraj Kumar

### Company Secretary & Compliance Officer
Mr. Sachin Kumar

### Registered Office
H No. 37, Ground Floor, Hargovind Enclave,
Vikas Marg, East Delhi, Delhi, India, 110092

### Corporate Office
SG Centre, Plot No. 37C, Block-B, Sector-132, Maharishi Nagar, Gautam Buddha Nagar, Noida, Uttar Pradesh, India – 201304

### Registrar & Share Transfer Agent
MCS Share Transfer Agent Limited
CIN No. U67120WB2011PLC165872
3B3, 3rd Floor, B-Wing,
Gudecha Onclave Premises Co-op. Society Ltd.
Saki Vihar Road, Saki Naka,
Kherani Road, Saki Naka, Andheri (E), Mumbai - 400 072
Ph: 022 - 28516021 / 6022 / 46049717
E-mail : helpdeskmum@mcsregistrars.com

### Auditors
**Statutory Auditors:**
Walker Chandiok & Co. LLP Chartered Accountants
L-41, Connaught Circus, New Delhi – 110001

**Secretarial Auditors:**
Parikh & Associates, Company Secretaries
111, 11th Floor, Sai-Dwar CHS Ltd, Sab TV Lane, Opp Laxmi Industrial Estate Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai: 400053

**Internal Auditors:**
Protiviti India Member Private Limited
15th Floor, Tower A, DLF Building No. 5, DLFPhase III,
DLF Cyber, City Gurugram, Haryana, 122010

### Bankers
HDFC Bank Limited
Axis Bank Limited
ICICI Bank Limited
Yes Bank Limited

### Works
1. G No. 183, Shirur Pune, Sanaswadi-Shikarpur, Pune, Maharashtra – 412208
2. 6/A1, Sandhar Road, Ichhangur Village, Attibele Industrial Area, Bengaluru Urban, Karnataka, 562107
3. Land Bearing Sr No. 4/1, 4/2, 3/1, 3/2, 3/3, VPO Dhaneli, Nimora, Raipur, Chhattisgarh – 493221
4. 527, Dujana Road, Bisnoli, Dadri, Gautambuddha Nagar, Uttar Pradesh – 203207

### Subsidiary Unit Location
**SG Marts FZE**
FZJOBB1507, Jebel Ali Freezone, Dubai, United Arab Emirates

# Management Discussion and Analysis

## Economic Review

### Global Economy[1]

The global economy demonstrated resilience during CY 2025, despite continued uncertainty in trade, policy and geopolitical conditions. Notwithstanding macro uncertainties, the real global GDP grew at 3.4%. Growth remained uneven across geographies, with advanced economies expanding at 1.9% in CY 2026, while the Emerging Market and Developing Economies (EMDEs) grew at a relatively stronger pace of 4.4% in CY 2026, supported by domestic demand and economic activity. Among advanced economies, the United States recorded 2.1% growth and the Euro Area expanded by 1.4% during the same period.

[1]https://www.imf.org/en/publications/weo/issues/2026/04/14/world-economic-outlook-april-2026

## World Economic Outlook Growth Projections

**Global Economy**

(in %)

| | |
|---|---|
| CY 2025 | 3.4 |
| CY 2026 (P) | 3.1 |
| CY 2027 (P) | 3.2 |

**Advanced Economies**

(in %)

| | |
|---|---|
| CY 2025 | 1.9 |
| CY 2026 (P) | 1.8 |
| CY 2027 (P) | 1.7 |

**Emerging Market and Developing Economies**

(in %)

| | |
|---|---|
| CY 2025 | 4.4 |
| CY 2026 (P) | 3.9 |
| CY 2027 (P) | 4.2 |

(Real GDP, annual percent change - Source – IMF, World Economic Outlook, April 2026)

P – Projection

### Outlook[2]

The global economy indicates moderated growth, amid persistent geopolitical uncertainties and evolving macroeconomic conditions. Global GDP growth is projected to touch 3.1% in CY 2026, before stabilising at around 3.2% in CY 2027. Advanced economies are expected to witness a gradual moderation in growth from 1.9% in CY 2025 to 1.8% in CY 2026 and 1.7% in CY 2027, reflecting tighter financial conditions and subdued demand, while Emerging Market and Developing Economies (EMDEs) are projected to maintain relatively stronger growth at 3.9% in CY 2026 and 4.2% in CY 2027.

Ongoing conflicts and instability in West Asia, including developments around critical trade routes such as the Strait of Hormuz, pose potential risks to energy supply chains and global trade flows. Any disruption in these routes could lead to volatility in energy prices and impact inflation and economic stability, particularly in energy-importing regions. In this context, global growth prospects remain cautiously optimistic, with continued dependence on coordinated policy responses and stable geopolitical conditions to sustain economic momentum.

## Indian Economy

In Financial Year (FY) 2025–26, India's economic performance remained robust, with Real GDP growing at 7.7%, reaffirming its position among the fastest-growing major economies globally.[3] This growth trajectory was supported by proactive fiscal and structural policy measures undertaken by the Government of India to navigate a challenging global environment marked by geopolitical uncertainties and moderating global trade. Key reforms, including GST rationalisation, continued formalisation of the economy and targeted industrial policies, contributed to strengthening economic activity and improving the overall ease of doing business. Strong domestic demand remained the primary driver of growth, with Private Final Consumption Expenditure (PFCE) maintaining resilience, while Gross Fixed Capital Formation (GFCF) grew at approximately 7.8%, reflecting a sustained investment upcycle.[4]

From a supply-side perspective, the industrial sector demonstrated notable strength, with manufacturing GVA recording double-digit growth during the fiscal period, supported by Production Linked Incentive (PLI) schemes and improving capacity utilisation levels. The Union Budget FY 2025–26 reinforced this momentum through a strong push toward capital expenditure, with allocations rising to approximately INR 12.2 lakh crore (about 3.1% of GDP), significantly higher than INR 2 lakh crore in FY 2014–15, reflecting the government's continued focus on infrastructure development.[5] This has accelerated investments across roads, railways and multimodal logistics under initiatives such as PM GatiShakti and the National Infrastructure Pipeline.

### Outlook

India is expected to sustain its growth momentum, supported by resilient domestic demand, stable macroeconomic fundamentals and continued policy support. The government's focus on urban development through initiatives such as PMAY-U 2.0, alongside investments in infrastructure and green energy, is likely to drive demand across construction-linked and industrial sectors. Ongoing efforts toward fiscal consolidation coupled with a stable inflation outlook and strengthening external sector resilience, are expected to enhance macroeconomic stability. Additionally, increasing integration into global value chains and continued formalisation of the economy are likely to improve competitiveness and efficiency. Overall, the economic outlook remains optimistic, driven by favourable demography, rising income levels and sustained investments in infrastructure and digital ecosystems.

## Indian GDP Growth Trend

(in %)

| | |
|---|---|
| FY 2024-25 | 7.1 |
| FY 2025-26 | 7.7 |
| FY 2026-27 (P) | 6.6[6] |

P – Projected

Source: MOSPI

[2]https://www.imf.org/en/publications/weo/issues/2026/04/14/world-economic-outlook-april-2026

[3]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2233792&reg=3&lang=1

[4]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2219907&reg=3&lang=2

[5]Union Budget 2026–27: Spending and Development Priorities

[6]https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=62863

## Industry Overview

### India's Construction Industry[7]

India's construction industry exhibits a strong structural growth, driven by sustained government capital expenditure and rising urbanisation. The sector was valued at USD 685 billion in FY 2025 and is estimated to reach around USD 1,245.7 billion by FY 2034, reflecting a CAGR of 6.8% over the period. Growth is being supported by increased investments in infrastructure such as roads, railways, metro projects and energy, along with continued momentum in residential and commercial construction. The sector remains a key contributor to economic activity, given its strong linkages with core industries including steel and cement.

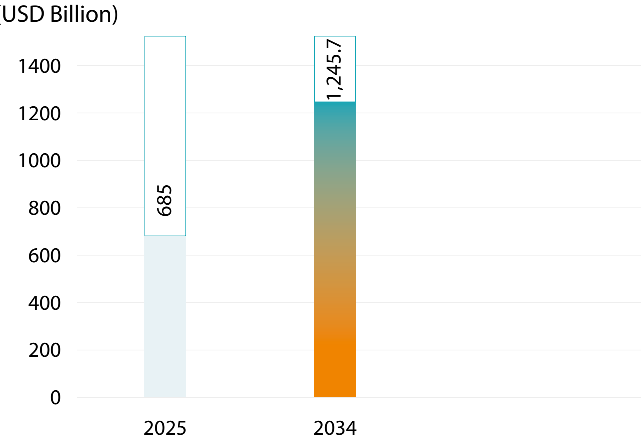
The industry's expansion is further supported by favourable demographics, increasing urban migration and rising housing demand across Tier I, Tier II and smaller towns. Government initiatives such as the National Infrastructure Pipeline (NIP), Smart Cities and affordable housing, continue to provide demand visibility. While increasing participation from organised players and adoption of modern construction technologies are improving execution efficiency.

#### Outlook

The domestic construction industry's growth trajectory remains positive, driven by continued infrastructure spending, housing demand and expansion in industrial and renewable energy projects. Steel consumption, a key indicator of construction activity, is projected to increase significantly, supporting demand for construction materials. While short-term challenges such as input cost volatility and cyclical demand fluctuations may persist, the industry is expected to benefit from long-term structural drivers, including urbanisation, formalisation and increased capital investment. Over the medium to long term, improved project execution, digital integration and a shift towards value-added construction solutions are likely to enhance productivity and support sustained sectoral growth.

### Indian Construction Industry Growth

(USD Billion)




Source: IMARC

### Indian Real Estate Industry[8]

The Indian real estate sector continues to witness strong structural momentum, supported by policy reforms, increasing institutional participation and sustained urbanisation. The industry was valued at approximately USD 532.6 billion in 2025 and is projected to reach around USD 1.26 trillion by 2034, registering a CAGR of 10%, reflecting robust long-term growth visibility. The real estate segment remains a critical contributor to economic activities, driven by its linkages with core industries such as construction materials, infrastructure and manufacturing. Continued strengthening of regulations, enhanced transparency and increasing consolidation towards organized and financially strong developers are improving investor confidence and driving formalisation across the value chain.

Growth in the sector is being driven by a combination of infrastructure development, urban expansion and evolving consumer preferences. Government-led initiatives in transportation, smart cities and housing continue to create demand visibility, while rising income levels and access to housing finance are supporting residential demand. The residential segment alone was valued at approximately USD 265.7 billion in 2025, with steady growth expected over the medium term.

Additionally, the commercial real estate segment is witnessing strong expansion, driven by demand from IT and other emerging sectors, with the market expected to grow significantly from USD 59.7 billion in 2025. A notable structural shift is the increasing traction in Tier II and Tier III cities, supported by affordability, infrastructure upgrades and improved connectivity, leading to a more geographically diversified demand base.

#### Outlook

The outlook for the Indian real estate sector's growth remains positive, underpinned by sustained infrastructure investments, rising urban population and increasing preference for organized and value-driven developments.

[7]https://www.imarcgroup.com/india-construction-market

[8]https://www.imarcgroup.com/india-real-estate-market

Improved connectivity, availability of land, lower cost structures and rising demand for residential and commercial spaces continue to drive real estate development, supporting a more balanced and broader sectoral expansion.

### Indian B2B Market for Building Materials

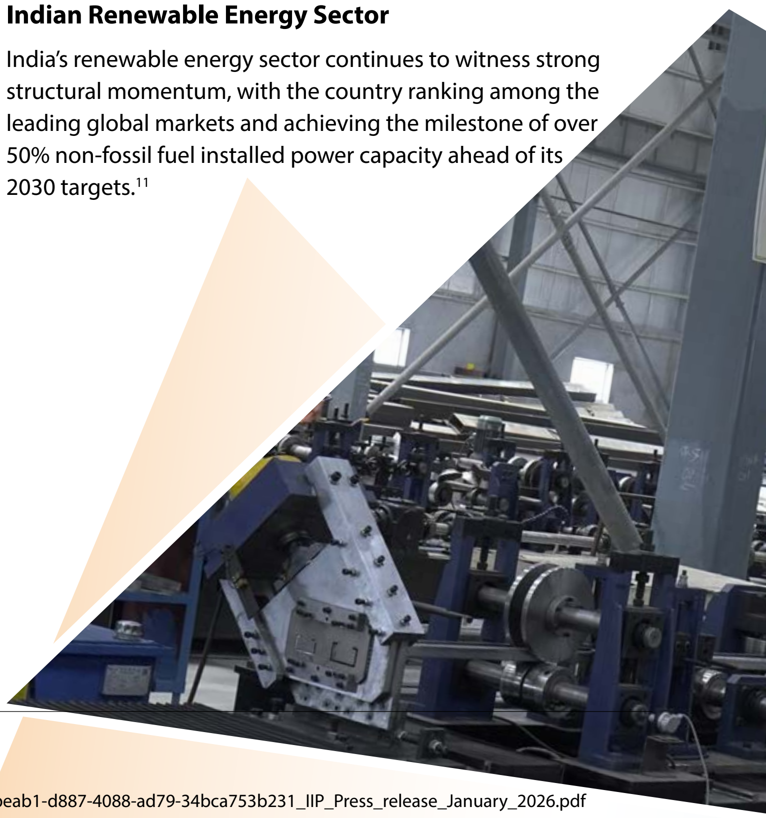
The Indian B2B building materials market is undergoing a structural shift in FY 2025-2026, fuelled by a massive capital expenditure push and rapid industry formalisation. With the national construction market valued at ~ USD 685 billion in 2025 and projected to grow at a CAGR of 6.8%, the demand for key inputs, like steel, cement and non-metallic mineral products, has witnessed robust growth.[6] The infrastructure and construction goods segment recorded a double-digit growth of 13.7%.[10] This momentum is supported by large-scale projects under the Smart Cities Mission and expanded industrial corridors, which have moved the procurement landscape from fragmented local sourcing to organized, high-volume supply chain networks.

Simultaneously, the sector is seeing a rapid digitalisation, with e-commerce now accounting for nearly 30% of contractor order volumes, making significant increase from previous years. Business buyers are transitioning from manual spreadsheets to unified digital platforms that offer real-time logistics tracking and GST-compliant invoicing. This consumerisation of B2B trade means that modern procurement functions now prioritise transparency in pricing and the ability to manage multi-warehouse inventory through a single portal.

As the industry advances towards the USD1.2 trillion mark by 2034, the focus has pivoted toward premiumisation, where high-performance composites, modular pre-engineered components and sustainable, low-carbon materials are becoming the standard for urban development and high-speed infrastructure across India.

### Indian Renewable Energy Sector

India's renewable energy sector continues to witness strong structural momentum, with the country ranking among the leading global markets and achieving the milestone of over 50% non-fossil fuel installed power capacity ahead of its 2030 targets.[11]



While near-term factors such as input cost volatility and demand fluctuations may impact growth in certain segments, the sector is expected to benefit from long-term structural drivers including urbanisation, digital adoption and increased capital inflows.

The growing focus on sustainable construction, premium housing and integrated developments, along with continued expansion in Tier II and Tier III markets, is expected to support stable growth and enhance sector resilience over the medium to long term.

### Real Estate in Tier 2 and Tier 3 cities[9]

The real estate sector in Tier II and Tier III cities is witnessing accelerated growth, aided by expanding urbanisation, rising affordability and increasing institutional participation. Investment activities in these markets have gained momentum, with capital inflows exceeding USD 0.9 billion during the year, reflecting robust investor interest and a broadening of development beyond metropolitan centres.

This trend is further supported by government-led initiatives such as PM Awas Yojana (Housing for All), Smart Cities Mission, AMRUT (Atal Mission for Rejuvenation and Urban Transformation) and the development of City Economic Regions (CERs), which aim to enhance urban infrastructure, connectivity and planned urban expansion. In addition, policy measures focused on infrastructure development, logistics integration under PM GatiShakti and increased allocation towards urban capex are facilitating the emergence of these cities as new growth centres.

[9]India Real Estate Investment Market Outlook 2026

[10]https://www.imarcgroup.com/india-construction-market

[11]https://www.mospi.gov.in/uploads/latestReleases/latest_release_1772446993082_bafbeab1-d887-4088-ad79-34bca753b231_IIP_Press_release_January_2026.pdf

Total non-fossil fuel capacity reached 283.46 GW, including 274.68 GW from renewable sources, with a record addition of 55.29 GW during FY 2025–26, driven primarily by solar and wind capacity expansion.[12] Solar energy remained the key growth driver, while wind capacity additions stood at 6.05 GW, reflecting a significant year-on-year increase.

Growth has been supported by policy initiatives such as rationalisation of GST on renewable energy devices, extension of Basic Customs Duty exemptions for key components and the implementation of the Production Linked Incentive (PLI) scheme, along with the National Green Hydrogen Mission.

The sector is further supported by the expansion of distributed renewable energy, which contributed approximately 16.3 GW to annual capacity additions and continued investments in transmission infrastructure under the Green Energy Corridor Phase-II, with an allocation of ₹24,176.68 crore. [7]Additionally, initiatives such as the Renewable Energy Equipment Import Monitoring System (REEIMS) are enhancing transparency and strengthening domestic supply chains, supporting the country's transition towards its long-term clean energy targets.

**India Ranks third globally in Renewable Energy Installed Capacity**

## Indian Steel Industry

The Indian steel industry demonstrated robust growth during the year, supported by strong domestic demand, capacity expansion and policy interventions. Crude steel production reached 168.4 million tonnes during FY April 2025–March 2026, registering a growth of 10.7% over the previous year, while finished steel production stood at 160.9 million tonnes, up by 9.7%. Consumption remained resilient at 163.7 million tonnes, reflecting a growth of 7.6%, driven by demand across infrastructure, construction and manufacturing sectors. The industry also witnessed improved trade dynamics, with exports strengthening and imports moderating, resulting in India emerging as a net exporter of steel during the year.

The sector continues to benefit from policy support and structural initiatives aimed at enhancing domestic capacity, promoting specialty steel production and improving ease of doing business. Ongoing measures, including production-linked incentives and regulatory reforms, are expected to support capacity augmentation, technology upgradation and long-term demand visibility. These developments, coupled with sustained infrastructure spending and industrial growth, position the Indian steel industry for steady expansion over the medium term.

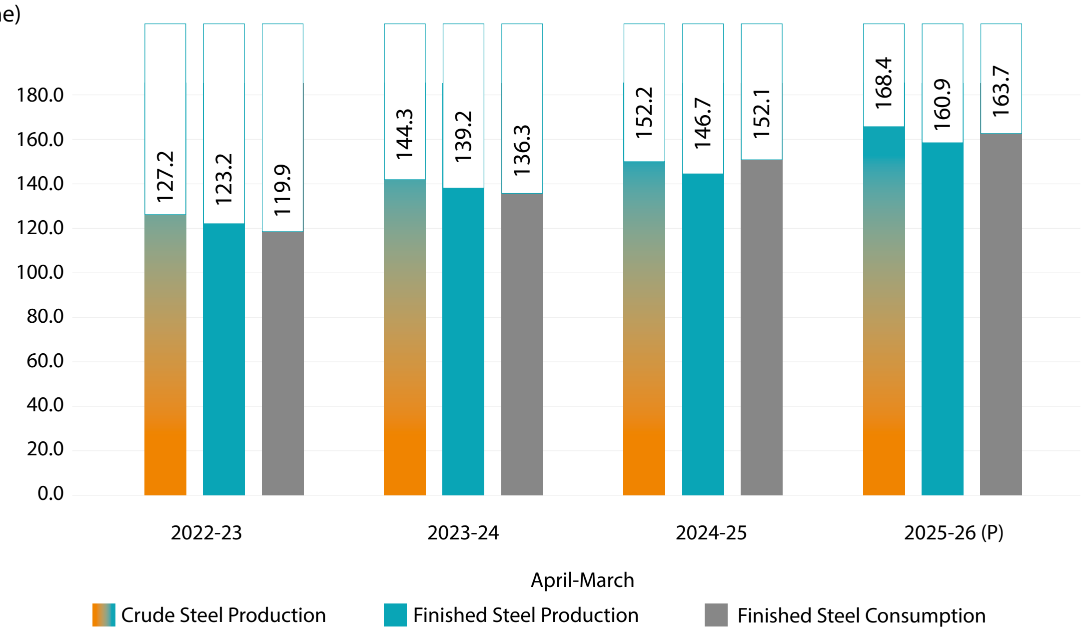
[12]https://www.pib.gov.in/newsite/pmreleases.aspx?mincode=28&reg=3&lang=2#:

[13]https://www.pib.gov.in/PressReleaseDetail.aspx?PRID=2250039&reg=3&lang=1#:~

[14]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2250039&reg=3&lang=1#:

**Production and Consumption of Steel**

(In Million Tonne)




Source: Ministry of Steel, Monthly Economic Report for the month of March, 2026

## Company Overview

SG Mart Limited an India's Integrated Building & Infrastructure Materials Platform with an integrated presence across sourcing, processing and distribution. During its initial phase of operations, the Company evaluated multiple trading-led models across metal and non-metal segments. Based on operating experience, these approaches were found to have inherent limitations, including supply-side constraints and relatively higher cash intensity, impacting scalability and returns. The insights derived from this phase have informed the Company's current strategic direction.

The Company has since transitioned towards a more structured and margin-oriented operating model, with a focus on supply chain integration, disciplined product selection and operational efficiency. Its pan-regional network of warehouses and service centres supports efficient logistics and timely fulfilment. The product portfolio comprises primary metals such as hot-rolled coils, steel billets and zinc ingots, along with downstream and value-added offerings including TMT bars and structural solutions. In addition, the Company is expanding into application-led segments such as solar structures and steel profiles, while undertaking backward integration initiatives, including zinc coating, to enhance value realisation.

**7,200+**

SKUS

**7**

Operational Service Centre

# SWOT Analysis

## Strengths

**Established Industry Linkages-** Strong relationships with steel producers ensure reliable sourcing and supply continuity across cycles.

**Integrated Business Model-** Presence across trading, service centres, distribution and renewables provide better value chain control and customer stickiness.

**Scale and Financial Strength -** Strong capital base supports expansion of service centres, capacity addition and working capital needs.

**Diversified Product Portfolio -** Expansion into downstream and renewable structures reduces reliance on pure trading and enhances revenue mix.

**Growing Customer and Supplier Network -** Platform-led approach improves market reach, demand visibility and sourcing efficiency.

## Weaknesses

**Evolving Brand Visibility -** As an emerging organised platform, continued focus on strengthening brand recall and market presence is required.

**Working Capital Intensive Model -** Inventory-led operations and supplier advances may impact return ratios if not tightly managed.

**Margin Sensitivity in Trading -** Core trading business remains exposed to price fluctuations and competitive pressures.

## Opportunities

**Scale-led Industry Formalisation-** Shift from fragmented markets to organised trading platforms presents significant growth potential.

**Service Centre Expansion -** Ongoing addition of service centres across geographies is expected to improve volumes and operating leverage.

**Renewables & Structures Growth -** Increasing adoption of solar and infrastructure solutions provides a high-growth, higher-margin opportunity.

**Infrastructure and Urbanisation Push -** Government-led investments and urban growth continue to drive demand for construction materials.

**Shift Towards Value-added Offerings-** Increasing contribution from processing and structures business expected to improve margins and reduce volatility.

## Threats

**Cyclical Demand Environment -** Demand linked to construction and infrastructure spending remains sensitive to economic conditions.

**Supply Chain Disruptions –** Logistical inefficiencies or geopolitical factors may affect timely material availability and delivery.

**Regulatory Changes-** Changes in trade policies, duties, or sector regulations may impact cost structures and operations.

## Operational Performance

During the period under review, operations remained resilient across key business areas, supported by stable performance in the B2B metal trading and service centre businesses. The Company maintained a selective presence in downstream distribution products, with a calibrated approach towards volume expansion in these segments. In parallel, the renewables and structures segment witnessed a gradual scale-up, supported by a healthy order pipeline and increasing traction in application-led offerings such as solar structures and steel profiles.

The Company continued to expand its service centre network and optimise its product portfolio, strengthening its reach across customers and geographies. This was accompanied by a strategic rebalancing of the business mix, with increasing contribution from higher-margin and value-added segments.

While margins were impacted during the period due to softness in demand and correction in steel prices, overall execution remained on track. The focus remained on improving realisations, enhancing operational efficiencies and progressively increasing the share of value-added and application-driven segments within the overall portfolio.

### Financial Performance

(₹ in Mn)

| | FY26 | FY25 |
|---|---|---|
| Net Revenue | 63,153 | 58,562 |
| Business EBITDA | 1,367 | 1,031 |
| Other Income | 691 | 802 |
| Net Profit | 1,111 | 1,034 |

### Ratio Analysis

| Particulars | FY26 | FY25 | Change (%) | Reasons |
|---|---|---|---|---|
| Current Ratio (Times) | 2.8 | 1.9 | 48.70% | Due to decrease in short term borrowings during the year. |
| Debtors' Turnover (Times) | 21.7 | 29.1 | -25.23% | Due to Increase in trade receivables during the year. |
| Inventory Turnover (Times) | 22.7 | 35.0 | -35.25% | Due to increase in average inventory during the year. |
| Debt-Equity Ratio (Times) | NA | NA | NA | Debt to Equity ratio is not applicable as we are a net cash company |
| Interest Coverage Ratio (Times) | 3.8 | 4.1 | -8.01% | The decline was mainly due to an increase in finance costs relative to operating earnings during the year. |
| Operating Profit Margin (%) | 2.2 | 1.8 | 22.22% | The improvement was driven by better operating efficiencies, improved product mix and disciplined cost management. |
| Net Profit Margin (%) | 1.8 | 1.8 | -0.42% | The margin remained the same YoY |
| Return on Net Worth (%) | 7.9 | 9 | -12.22% | Due to increase in the Company's average net worth during the year |

## Company Outlook

The business outlook remains strong, supported by sustained growth in infrastructure, construction and industrial activity, which continues to drive demand for metals and building materials. Expansion in real estate across Tier II and Tier III cities, increasing investments in renewable energy infrastructure and ongoing government focus on capital expenditure are expected to provide steady demand visibility.

The Company is well positioned to capitalise on these opportunities through its integrated supply chain, diversified product portfolio and technology-enabled operating model, enabling efficient procurement and distribution across regions. Continued focus on expanding the product mix, strengthening vendor relationships and enhancing supply chain efficiencies is expected to support operational performance in the near to medium term.

## Risk Management

The Company is exposed to various risks and has implemented robust systems, review mechanisms and procedures to identify and effectively manage these risks.

| Risk | Description | Mitigation Strategy |
|---|---|---|
| **Increasing Competition** | The B2B ecosystem of construction materials remains highly fragmented with increasing participation from organised platforms and digital aggregators, potentially exerting pressure on market share, pricing power and customer retention. | Continuous monitoring of competitive dynamics and pricing benchmarks is undertaken, alongside strengthening supplier relationships and expanding the customer base across geographies. Focus on differentiated offerings such as standardised pricing, quality assurance and integrated supply solutions enhances competitive positioning. |
| **Technological Disruption** | Dependence on digital platforms and IT infrastructure exposes operations to risks such as system failures, cyber threats and data integrity issues, which could disrupt business continuity and stakeholder trust. | Implementation of robust IT governance frameworks, periodic system upgrades, cybersecurity protocols and real-time monitoring mechanisms. Regular audits, data backup systems and disaster recovery planning ensure resilience and uninterrupted operations. |
| **Supply Chain & Logistics Disruptions** | The business model relies on seamless procurement and distribution of steel and construction materials. Disruptions due to transportation constraints, supplier concentration, or geopolitical factors may impact delivery timelines and operational efficiency. | Diversification of supplier base across regions, development of an integrated logistics network and expansion of service centre footprint support supply continuity. Strategic inventory planning and alternate sourcing arrangements mitigate dependency risks. |
| **Operational Bottlenecks** | Rapid expansion of service centres, product lines and geographies may lead to inefficiencies in inventory management, coordination challenges and execution risks, impacting service levels and margins. | Deployment of advanced inventory management systems, process standardisation and continuous monitoring of operational KPIs ensure efficiency. Investments in logistics infrastructure and workforce capability building support scalable operations. |
| **Volatility in Steel Prices** | Fluctuations in steel prices can lead to inventory losses, margin pressure and earnings volatility, particularly given the working capital-intensive nature of operations. As highlighted in recent performance, sharp corrections impacted EBITDA due to inventory holding cycles. | Adoption of dynamic pricing strategies, reduction in inventory holding cycles and increasing contribution from higher-margin segments such as service centres and renewable structures help stabilize margins. Diversification across business verticals reduces dependence on trading spreads. |
| **Digital Disruption to Traditional Trading Model** | Gradual shift in industry towards digital procurement platforms and organized marketplaces may reduce reliance on conventional trading models, impacting long-term growth trajectory. | Gradual shift in product mix towards value-added segments such as processing, distribution and specialty products reduces dependence on pure trading. Strengthening platform-led capabilities and integrated offerings enhances long-term sustainability. |
| **Regulatory & Compliance Risk** | The Company operates in a regulated environment requiring adherence to SEBI (LODR), taxation and other statutory norms. Non-compliance may result in penalties and reputational impact. | Strong internal controls, compliance monitoring systems and periodic audits ensure adherence to regulatory requirements. The Company maintains a proactive approach to evolving regulatory frameworks. |

## Human Resources

During the year under review (FY 2025-26), the Company continued to build on its human capital foundation, recognising employees as a key driver of growth and operational efficiency. The focus remained on strengthening talent acquisition in line with business expansion, while enhancing workforce capabilities through structured training and development initiatives.

The Company maintained a performance-driven and inclusive work culture supported by fair practices, employee engagement and well-defined policies. Strong industrial relations and effective grievance redressal mechanisms contributed to a stable and productive work environment. Continued emphasis on workforce development and employee well-being is expected to support the Company's long-term growth trajectory.

As of March 31, 2026, the company had a total of 177 employees.

## Internal Control & Its Adequacy

The Company has implemented a robust internal control framework, tailored to the scale and complexity of its operations. Clearly defined policies and procedures, supported by integrated IT systems, facilitate effective business performance monitoring and ensure operational efficiency across all functions.

Independent audits are conducted regularly to evaluate the adequacy of internal controls, compliance with policies and adherence to regulatory standards. These reviews encompass both accounting accuracy and operational efficiency.

Internal auditors report their findings and monitor the implementation of recommendations, which are periodically reviewed by the Audit Committee. The Committee plays a crucial role in assessing the effectiveness of the internal control system and provides strategic oversight to strengthen governance and enhance risk management practices.

## Cautionary Statement

This document contains statements about expected future events and financials of SG Mart Limited ("the Company"), which are forward-looking. By their nature, forward-looking statements involve assumptions and are subject to inherent risks and uncertainties. There is a possibility that the assumptions, predictions and other forward-looking statements may not prove accurate. Readers are cautioned not to place undue reliance on forward-looking statements, as various factors could cause actual future results and events to differ materially from those expressed herein. Accordingly, this document is subject to this disclaimer and is qualified in its entirety by the assumptions, qualifications and risk factors detailed in the Management Discussion and Analysis section of this Annual Report.

# Board's Report

To the members of
SG Mart Limited,

Your Directors have pleasure in presenting the Forty-First (41st) Annual Report on the business and operations of your company together with the Standalone and Consolidated Audited Financial Statements for the financial year ended March 31, 2026.

## 1. Financial summary/state of affairs:

The Company's financial performance for the year under review along with the previous year's figures is given hereunder:

(₹ in Crores)

| Particulars | Consolidated | | Standalone | |
|---|---|---|---|---|
| | FY 2025-26 | FY 2024-25 | FY 2025-26 | FY 2024-25 |
| Revenue from Operations | 6315.28 | 5856.17 | 5540.32 | 5511.59 |
| Add : Other income | 69.07 | 80.20 | 71.90 | 84.04 |
| **Total revenue** | **6384.85** | **5936.37** | **5612.22** | **5595.63** |
| Profit before Depreciation, Finance Costs and Tax Expense | 205.77 | 183.29 | 169.04 | 172.37 |
| Less : Finance cost | 51.15 | 43.89 | 44.53 | 43.77 |
| Less : Depreciation and amortization | 11.50 | 2.08 | 7.84 | 2.01 |
| **Profit before tax (PBT)** | **143.12** | **137.32** | **116.67** | **126.59** |
| Less : Tax expense | 32.06 | 33.89 | 29.84 | 32.69 |
| **Profit after tax for the year (PAT)** | **111.06** | **103.43** | **86.83** | **93.90** |

The Company's consolidated gross turnover in the financial year 2025-26 increased by 7.84% from ₹5856.17 crores to ₹ 6315.28 crores. The EBITDA (excluding other income) has increased by 32.60% from ₹103.09 crores to ₹136.70 crores in the year under review. The consolidated net profit of the Company has also increased by 7.38% from ₹103.43 crores to ₹111.06 crores during the year under review.

## 2. Dividend

Your Board of Directors has decided not to recommend any dividend for the financial year 2025-26 in order to conserve resources for future business requirements and growth initiatives.

In terms of Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), your Board of Directors has formulated and adopted a Dividend Distribution Policy. During the year, there have been no changes to the said Policy.

The Dividend Distribution Policy is available on the website of the Company at https://sgmart.co.in/investor-relations/

## 3. Transfer to Reserves

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

## 4. Overview

In Financial Year (FY) 2025–26, India's economic performance remained robust, with Real GDP growing at 7.6%, reaffirming its position among the fastest-growing major economies globally. Ongoing efforts toward fiscal consolidation coupled with a stable inflation outlook and strengthening external sector resilience, are expected to enhance macroeconomic stability.

Key reforms, including GST rationalisation, continued formalisation of the economy and targeted industrial policies, contributed to strengthening economic activity and improving the overall ease of doing business. Strong domestic demand remained the primary driver of growth, with Private Final Consumption Expenditure (PFCE) maintaining resilience, while Gross Fixed Capital Formation (GFCF) grew at approximately 7.8%, reflecting a sustained investment upcycle.

The Union Budget FY 2025–26 reinforced this momentum through a strong push toward capital expenditure, with allocations rising to approximately INR 12.2 lakh crore (about 3.1% of GDP), significantly higher than INR 2 lakh crore in FY 2014–15, reflecting the government's continued focus on infrastructure development.

FY27 growth is projected to be 6.8%–7.2%, although geopolitical risks, trade disruptions, and domestic challenges, such as soft urban demand and inflationary pressures, warrant a measured outlook.

### 4.1 Business Performance

In its third year of operations, SG Mart achieved robust financial performance, showcasing the Company's strong market presence and operational efficiency. The Company generated ₹6,315 crore in revenue, reflecting an 8% increase over the previous year. EBITDA grew 33% to ₹ 136.7 crore, while net profit increased by 7% to ₹111.1 crore. More importantly, these numbers reflect the discipline with which we approached the year. We consciously reduced our dependence on low-margin B2B trading, prioritised value-added businesses, streamlined working capital, and continued investing in capabilities that we believe will shape our earnings profile over the next decade.

Net working capital days improved significantly from 30 in FY25 to 20 days in FY26, resulting in operating cash flows of approximately ₹ 300 crore during the year. This sharper focus on operational efficiency has strengthened both our balance sheet and our ability to fund future growth internally.

Our Network of Service Centres processed 637,000 tonnes in FY26 and remains one of the clearest indicators of our evolution beyond conventional trading. Seven service centres are currently operational, with utilisation levels remaining healthy across locations. We plan to add three to four additional centres in FY27 and are actively evaluating opportunities in Hyderabad, Chennai, and Punjab.

The year also saw a significant expansion in their customer, vendor base and SKU's. By the end of FY26, the Company had successfully onboarded over 2,470 customers and 452 vendors and had 7,200+ SKUs. This reflected their growing market influence and ability to foster strong business relationships.

### 4.2 Possibilities and Prospects

India's construction industry exhibits a strong structural growth, driven by sustained government capital expenditure and rising urbanisation. The sector was valued at USD 685 billion in FY 2025 and is estimated to reach around USD 1245.7 billion by FY 2034, reflecting a CAGR of 6.8% over the period. Growth is being supported by increased investments in infrastructure such as roads, railways, metro projects and energy, along with continued momentum in residential and commercial construction.

The Indian real estate sector continues to witness strong structural momentum, supported by policy reforms, increasing institutional participation and sustained urbanisation. The industry was valued at approximately USD 532.6 billion in 2025 and is projected to reach around USD 1.26 trillion by 2034, registering a CAGR of 10%, reflecting robust long-term growth visibility.

The Indian B2B building materials market is undergoing a structural shift in FY 2025-2026, fuelled by a massive capital expenditure push and rapid industry formalisation. With the national construction market valued at ~ USD685 billion in 2025 and projected to grow at a CAGR of 6.8%, the demand for key inputs, like steel, cement and non-metallic mineral products, has witnessed robust growth. The infrastructure and construction goods segment recorded a double-digit growth of 13.7%. This momentum is supported by large-scale projects under the Smart Cities Mission and expanded industrial corridors, which have moved the procurement landscape from fragmented local sourcing to organized, high-volume supply chain networks.

## 5. Internal Financial Control

The Company has in place adequate internal financial controls as referred in Section 134(5) (e) of the Companies Act, 2013 ("the Act"). For the financial year ended March 31, 2026, the Board is of the opinion that the Company had sound Internal Financial Controls commensurate with the size and nature of its operations and are operating effectively and no reportable material weakness was observed in the system during the year.

Based on annual Internal Audit programme as approved by Audit Committee of the Board, regular internal audits are conducted covering all offices and key areas of the business. The findings of the internal auditors are placed before Audit Committee, which reviews and discusses the actions taken with the management. The Audit Committee also reviews the effectiveness of company's internal controls and regularly monitors implementation of audit recommendations.

There are existing internal policies and procedures for ensuring the orderly and efficient conduct of business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

## 6. Annual Return

In accordance with the provisions of Section 134(3)(a) of the Companies Act, 2013, the Annual Return, as required under Section 92 of the Act for the financial year ended March 31, 2026, is available on the Company's website of the Company and can be accessed at https://sgmart.co.in/investor-relations/.

## 7. Subsidiary Companies, Joint Ventures and Associates

The Company has two wholly owned subsidiaries as on March 31, 2026, namely SG Marts FZE (incorporated in Dubai, UAE) and SG Super 101 Private Limited.

As per the provisions of Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the audited financial statements and related information of the subsidiaries, where applicable, will be available for inspection during regular business hours at the Company's registered office at House No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi – 110092 and the same are also available at its website i.e. https://sgmart.co.in/investor-relations/ .

As of the date of this report, the Company does not have any associate companies or joint venture companies.

## 8. Deposits

Your Company neither accepted nor renewed and/or was not having any outstanding public deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under report.

## 9. Share Capital

As on March 31, 2026, the Authorized Share Capital of the Company stood at ₹15,00,00,000 (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of face value of ₹1/- each.

Your Company on November 23, 2023 allotted 7,23,000 Fully Convertible warrants of face value of ₹10/- each pursuant to members' approval dated October 24, 2023, the said warrants were convertible into equivalent number of equity shares of face value of ₹10/-each, but after sub-division of the face value of equity shares from ₹10/- to ₹1/- and issuance of Bonus shares in the ratio 1:1 after the sub-division, the conversion ratio changed from 1:1 to 20:1.

During the previous financial year 2024-25, the Company allotted equity shares pursuant to conversion of warrants as under:

a. 5,15,000 equity shares of face value of ₹1/- each on July 11, 2024 pursuant to conversion of 25,750 convertible warrants;

b. 2,00,000 equity shares of face value of ₹1/- each on November 4, 2024 pursuant to conversion of 10,000 convertible warrants;

c. 1,27,000 equity shares of face value of ₹1/- each on March 15, 2025 pursuant to conversion of 6,350 convertible warrants.

Subsequently, during the year under review, the remaining 6,80,900 warrants were converted into 1,36,18,000 equity shares of face value of ₹1/- each on May 26, 2025.

Consequent to the aforesaid conversion, the Paid-up Share Capital of the Company, as on March 31, 2026, is ₹12,60,00,000/- (Rupees Twelve Crore Sixty Lakh only), divided into 12,60,00,000 equity shares of face value of ₹1/- each.

The Company has neither issued shares with differential voting rights nor has issued any sweat equity shares.

## 10. Board of Directors and Key Managerial Personnel (KMP)

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Articles of Association of the Company, Shri Amit Thakur (DIN: 10732682) will retire at the ensuing Annual General Meeting ("**AGM**") and being eligible, offer himself for re-appointment.

The Company has a balanced and diverse mix of Executive, Non-Executive and Independent Directors and the composition is in conformity with requirements under the Act and the SEBI Listing Regulations. As on March 31, 2026, the Board of Directors consists of 6 (Six) directors of which 1 (One) is Executive Director, 1 (One) is Non-Executive Non Independent Director and 4 (Four) are Non-Executive Independent Directors.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 25, 2025 appointed Shri Arun Agarwal (DIN: 10067312) as an Additional Director in the capacity of Non-Executive Director of the Company with effect from July 25, 2025, who shall be liable to retire by rotation. The said appointment was subsequently approved by the Members of the Company at the 40th Annual General Meeting (AGM) held on September 20, 2025. The Company has received the necessary consent and requisite disclosures from the Director, and the details required to be disclosed in connection with the appointment are provided in the Notice of the AGM.

Shri Shiv Kumar Bansal (DIN: 09736916) Executive Director (Joint MD), resigned from the Board with effect from closure of business hours July 31, 2025, due to personal reasons. The Board places on record deep appreciation for his valuable advice and exceptional guidance provided by him during his association with the Company.

Further, during the year under review, the tenure of Mr. Arihant Chopra (DIN: 09436637) was completed on May 25, 2025, and accordingly, he ceased to be a Director of the Company with effect from the same date. The Board places on record its deep appreciation for the valuable advice and exceptional guidance provided by him during his association with the Company.

The Company has received declaration from all the existing Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 of SEBI Listing Regulations. In the opinion of the Board, the Independent Directors of the Company possess the requisite expertise skill and experience (including the proficiency) and are persons of high integrity and repute as well as are independent of the management.

Further, in pursuance of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, all Independent Directors of the Company have duly confirmed the validity of their respective registration with the Indian Institute of Corporate Affairs (IICA) database.

The Board of Directors of the Company convened and held 4 (Four) meetings during the financial year ended March 31, 2026.

For detailed information on the Board of Directors and KMPs, please refer the 'Report on Corporate Governance'.

## 11. Particulars of Remuneration

The statement of remuneration under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached to this report as '**Annexure A**'.

The Non-Executive Directors, including Independent Directors, are remunerated through sitting fees. These fees are based on the number of meetings attended by the directors, including meetings of the Board, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, and Corporate Social Responsibility Committee. Additionally, sitting fees are also paid for separate meetings of Independent Directors. The details of sitting fees paid during the period under review are provided in the Report on Corporate Governance, which is annexed as '**Annexure E**' to the Board's Report.

Further, as per second proviso to Section 136(1) of the Act read with Rule 5(2) and 5(3) of the aforesaid Rules, the Board's Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees as required under Rule 5(2) of the aforesaid Rules.

Any member interested in obtaining such particulars may write to the Company Secretary. The said information is available for inspection at the registered office of the Company during working days of the Company up to the date of the ensuing annual general meeting.

## 12. Auditors and Auditors' Report

### 12.1 Statutory Auditors

In terms of provisions of the Companies Act, 2013, M/s. Walker Chandiok & Co LLP, Chartered Accountants, Gurugram, (Firm Registration No: 001076N/N500013), had been appointed as Statutory Auditors of the Company in the 39th Annual General Meeting held on September 28, 2024 to hold the office from the conclusion of the said Annual General Meeting till the conclusion of the 44th Annual General Meeting to be held in year 2029.

The Statutory Auditors' Report on the standalone and consolidated financial statements for the FY 2025-26 do not contain any qualification, reservation or adverse remark requiring any explanation on the part of the Board. The observations given therein read with the relevant notes are self-explanatory. There are no frauds reported by the Auditors under section 143(12) of the Act.

### 12.2 Cost Auditors

During the financial year 2025–26, the provisions relating to maintenance of cost accounts and records under Section 148 of the Companies Act, 2013 were not applicable to the Company.

However, pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the requirement for maintenance of cost records and conduct of cost audit shall become applicable to the Company for the financial year 2026–27. Accordingly, the Board of Directors of the Company, at its meeting held on May 04, 2026, on the recommendation of the Audit Committee, approved the appointment of M/s HMVN & Associates, Cost Accountants, New Delhi (ICWAI Registration No. 000290), as the Cost Auditors of the Company for the financial year ending March 31, 2027.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company. Accordingly, an appropriate resolution seeking ratification of the remuneration payable to the Cost Auditors for the financial year 2026–27 forms part of the Notice convening the ensuing Annual General Meeting.

### 12.3 Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members of the Company at the 40th Annual General Meeting held on September 20, 2025 had approved the appointment of M/s. Parikh & Associates, Peer Reviewed Firm of Company Secretaries in Practice (FRN: P1988MH009800) as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of the said AGM till the conclusion of the 45th (Forty Fifth) Annual General Meeting of the Company to be held in the year 2030.

The Secretarial Audit Report for the financial year ended March 31, 2026 in the prescribed format is annexed to this Report as '**Annexure B**'. The said report is self-explanatory and does not contain any qualification, reservation or adverse remark.

M/s. Parikh & Associates have confirmed that their appointment is within the limits prescribed under the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and that they are not disqualified to be appointed as Secretarial Auditors in terms of the applicable provisions of the Act and the SEBI Listing Regulations.

### 12.4 Internal Auditors

Pursuant to the provisions of Section 138 of the Act, the Board of Directors had appointed M/s Protiviti

India Member Private Limited, Chartered Accountants as Internal Auditors to carry out the Internal Audit of the Company.

## 13. Related Party Transactions

During the financial year ended March 31, 2026, all contracts, arrangements, or transactions entered into by the Company with related parties were undertaken in the ordinary course of business and on an arm's length basis. These transactions were in compliance with the applicable provisions of the Act, read with Regulation 23 of the Listing Regulations.

Further, the Company did not enter into any related party transactions that were not on an arm's length basis or that could be classified as material in accordance with the provisions of the Companies Act, 2013, the Listing Regulations and the Company's Policy on Materiality of Related Party Transactions.

Accordingly, disclosure in Form AOC-2 is not applicable for the financial year under review.

The Company has also formulated a policy on dealing with Materiality of Related Party Transactions. This Policy is available on the website of the Company and the weblink for the same is https://sgmart.co.in/investor-relations/.

Your Directors draw attention of the Members to Note No. 33 to the Standalone Financial Statements and Note No. 31 to the Consolidated Financial Statements which sets out related party disclosures.

## 14. Employee Stock Option Scheme

In order to attract and retain talented employees, motivate them to contribute to the growth and profitability of the Company, and align their interests with the long-term interests of the Company and its shareholders, the Scheme has been introduced. The Scheme also aims to foster a sense of ownership and participation among employees, while providing them with additional deferred rewards linked to their performance and contribution to the Company's sustained growth.

During the financial year 2023–24, the Company launched a share-based employee benefit scheme, namely **Kintech Renewables Limited Employee Stock Option Scheme, 2023**" ("ESOP-2023"), with the approval of the Members. Further, during the financial year 2025–26, the Company introduced another scheme, namely "**SG Mart Employees Stock Option Plan 2025" ("ESOP-2025")**, with the approval of the Members.

During the financial year 2025-26, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on March 25, 2026, approved the change in nomenclature of "Kintech Renewables Limited Employees Stock Option Scheme-2023" to "SG Mart Limited Employees Stock Option Scheme-2023", to align with the change in name of the Company from Kintech Renewables Limited to SG Mart Limited.

Further upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the shareholders of the Company also approved the following changes through postal ballot (remote e-voting) on April 24, 2026 in the SG Mart Limited Employees Stock Option Scheme-2023:

A. Extend the benefits of the Scheme to or for the benefit of Employees and Directors of the Subsidiary or Associate Company(ies) of the Company, in India or outside India, (as defined in the Scheme).

B. Other salient amendments to the Scheme are given below:

| Article No. | Existing provision | Proposed amendment |
|---|---|---|
| 4.1.11 | "**Employee**" means<br>(a) an Employee as designated by the Company, who is exclusively working in India or outside India; or<br>(b) a Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director<br>but does not include<br>(i) an Employee who is a Promoter or a person belonging to the Promoter Group; or<br>(ii) a Director who, either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company. | "**Employee**" means<br>(a) an Employee as designated by the Company, who is exclusively working in India or outside India; or<br>(b) a Director of the Company, whether a Whole-time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or<br>(c) an employee as defined in sub-clauses (a) or (b), of Subsidiary or Associate Company, in India or outside India<br>but does not include<br>(i) an Employee who is a Promoter or a person belonging to the Promoter Group; or<br>(ii) a Director who, either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company. |
| 4.1.12 | | New article 4.1.12 added to the Scheme-<br>"**Employer Company**" means the Company as defined in article 4.1.8 of the Scheme and includes Subsidiary Company or Associate Company of the Company.<br>Accordingly, the term "**Company**" is replaced with "**Employer Company**", wherever necessary to ensure inclusion of Subsidiary Company or Associate Company of the Company. |
| 4.1.40 | - | New article 4.1.40 added to the Scheme<br>*"**Subsidiary/ Subsidiary Company**" shall have the same meaning as defined in section 2(87) of the Companies Act, 2013, as amended from time to time.* |
| 6.1 | The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 2,00,000 (Two Lakhs) Options which shall be convertible into equal number of Shares | The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 40,00,000 (Forty Lakh) Options which shall be convertible into equal number of Shares of face value of ₹1/- each.<br>Further, for the abovementioned amendment following footnote is inserted in the scheme to reflect the impact of corporate actions on the ESOP Pool:<br>*The original pool under the Scheme comprised **2,00,000 (Two Lakh) options** convertible into an equal number of equity shares of the Company having a face value of **Rs. 10 each**. Further, the shareholders vide their resolution dated **February 09, 2024**, approved the **sub-division of equity shares of the Company from face value of Rs. 10 each to Re. 1 each and issuance of bonus shares in the ratio of 1:1.** Consequently, pursuant to the sub-division of equity shares, the option pool under the Scheme was adjusted from **2,00,000 options** to **20,00,000 options**, and thereafter, pursuant to the bonus issue, the option pool was further proportionately adjusted from **20,00,000 options to 40,00,000** (Forty Lakh) options, each convertible into **1 (one) equity share of face value Re. 1 each**.* |

| Article No. | Existing provision | Proposed amendment |
|---|---|---|
| 11.1 | Under this Scheme, the Exercise Price will be decided by the Committee on the basis of the Market Price as defined in the Scheme. | 11.1 The Exercise Price of the Options shall be determined by the Nomination and Remuneration Committee, at the time of Grant in accordance with Applicable Laws and shall be linked with the Market Price as defined in Article 4.1.24 of the Scheme.<br><br>11.2 The Committee has the power to provide a suitable discount on such price as arrived above as per Article 11.1. However, in any case the Exercise Price shall not go below the face value of the Share of the Company. |

- Additionally, certain articles, including the definitions of **Exercise Period, Relevant Date, Corporate Action, and powers of the Committee, Cases of Cessation w.r.t.** retirement and termination due to misconduct have been aligned with the SEBI (SBEB & SE) Regulations.
- Lastly, clerical refinements and renumbering have also been carried out across the Scheme to ensure overall clarity, coherence, internal consistency and regulatory compliance.

During the Financial Year 2025-26, the Nomination and Remuneration Committee in its meeting held on July 25, 2025 granted 3,90,000 options under ESOP- 2023.

The grant of Options is based upon the eligibility criteria as mentioned in the Scheme. The granted Options, once vested shall entitle the Option holder to acquire equivalent number of Equity shares of face value of ₹1/- each, upon payment of exercise price and applicable taxes in accordance with terms and conditions of the Scheme.

A statement giving complete details under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is available on the website of the Company at https://sgmart.co.in/investor-relations/. There is no material change in the said scheme during the year except as mentioned above.

The Schemes are in compliance with SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021. The Certificate from the Secretarial Auditors of the Company certifying that the ESOP-2023 and ESOP-2025 are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members, would be placed at the Annual General Meeting for inspection by Members.

## 15. Directors' Responsibility Statement

Pursuant to provisions of clause (c) of sub-section 3 and sub-section 5 of Section 134 of the Act, your Directors to the best of their knowledge hereby state and confirm that:

a. in the preparation of the annual accounts for the year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanations relating to material departures;

b. such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent to give a true and fair view of the Company's state of affairs as at March 31, 2026 and of the Company's profit for the year ended on that date;

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

d. the annual financial statements have been prepared on a going concern basis;

e. the internal financial controls are laid down to be followed that and such internal financial controls are adequate and are operating effectively; and

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

## 16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In line with the provisions of Section 135 read with Schedule VII of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has framed its Corporate Social Responsibility ("**CSR**") policy for development of programmes and projects for the benefit of weaker sections of the society and the same has been approved by Corporate Social Responsibility Committee ("**CSR Committee**") and the Board of Directors of the Company. The CSR policy of the Company provides a road map for its CSR activities.

During the year under review, the Company was required to spend ₹1,40,62,808/- towards CSR in accordance with the provisions of Section 135 of the Act read with rules made thereunder. The CSR expenditure amount of ₹1,40,62,808/- has been earmarked for ongoing projects and transferred to the Unspent CSR Account on April 28, 2026 in accordance with Section 135(6) of the Companies Act, 2013, for the Financial Year 2025–26.

The Annual Report on CSR activities for the financial year 2025-26 containing salient features of CSR Policy and other relevant details is annexed herewith as '**Annexure C**'. The CSR Policy of the Company is available on the Company's website and may be accessed at the link: https://sgmart.co.in/investor-relations/.

## 17. Particulars of Loans, Guarantees or Investments Under Section 186

In terms of Section 186 of the Companies Act, 2013 and rules framed thereunder, details of Loans, Guarantees given and Investments made have been disclosed in the Note no. 38 to the standalone financial statements for the year ended March 31, 2026.

## 18. Energy conservation, technology absorption and foreign exchange earnings and outgo:

Information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Act read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014, is furnished as '**Annexure D**', forming part of this Report.

## 19. Management discussion and analysis report

Management discussion and analysis report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is presented in a separate section forming part of the Annual Report.

## 20. Corporate Governance

Your Company complies with the governance requirements provided under SEBI Listing Regulations. Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations, a separate section on the Corporate Governance Report annexed as '**Annexure E**' to the Board Report which forms an integral part of the Annual Report. A certificate from Practicing Company Secretary confirming compliance with corporate governance norms, as stipulated under the Listing Regulations, is annexed to the Corporate Governance Report.

The Corporate Governance Report which forms part of this annual report, also covers the following:

a) Composition of Board and statutory committees of the Board.

b) Particulars of the Board & Committee Meetings held during the financial year under review.

c) Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management including, inter alia, the criteria for performance evaluation of Directors.

d) The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.

e) The details with respect to composition of Audit Committee and establishment of Vigil Mechanism.

f) Details regarding Risk Management.

## 21. Compliance with Secretarial Standards on Board and Annual General Meetings

During the period under review, the Company has duly complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## 22. Prevention of Sexual Harassment of Women at Workplace

The Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the provisions of the said Act and an Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. During the period under review, Company did not receive any complaint relating to sexual harassment.

Details of Sexual Harassment Complaints for the Financial Year 2025-26

| | |
|---|---|
| Number of complaints of sexual harassment received during the year | 0 |
| Number of complaints disposed of during the year | NA |
| Number of cases pending for more than ninety days | NA |

Compliance with the Maternity Benefit Act, 1961

The Company complies with all provisions of the Maternity Benefit Act, 1961, and ensures that eligible female employees receive the maternity benefits, including paid leave, as per the statutory requirements.

## 23. Other Disclosures and Reporting

Your Directors state that no disclosure or reporting is required with respect to the following items as there were no transactions / instances on these items during the year under review:

(a) Issue of equity shares with differential rights as to dividend, voting or otherwise.

(b) Any remuneration or commission received by Managing Director of the Company, from any of its subsidiary.

(c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this report.

(d) Significant or material orders passed by the regulators or courts or tribunals which impacts the going concern status and company's operations in future.

(e) Material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

(f) The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.

(g) The details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

## 24. Appreciation

Your Directors would like to express its sincere appreciation to all employees, management, and stakeholders for their unwavering commitment, dedication, and hard work throughout the year. Their continued support and valuable contributions have played an instrumental role in the growth and success of the Company. We also extend our gratitude to our customers, partners, shareholders, and regulatory authorities for their trust, collaboration, and encouragement. We are confident that with the continued support of all our stakeholders, the Company will continue to scale new heights and achieve greater milestones in the coming years.

**For and on behalf of Board of Directors**

| | | |
|---|---|---|
| | Sd/- | Sd/- |
| | **Amit Thakur** | **Arun Agarwal** |
| Place: Noida | Whole-Time Director | Director |
| Date: May 4, 2026 | DIN: 10732682 | DIN: 10067312 |

# 'Annexure A'

## DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

(1) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2025-26:

| S. No. | Name of Director | Designation | Ratio |
|---|---|---|---|
| 1 | Shri Shiv Kumar Bansal* | Whole-Time Director (Joint MD) | 23.86:1 |
| 2 | Shri Amit Thakur | Whole-Time Director | 17.34:1 |
| 3 | Shri Prakash Kumar Singh | Non-Executive Independent Director | Not Applicable# |
| 4 | Shri Arihant Chopra** | Non-Executive Independent Director | Not Applicable# |
| 5 | Ms. Neeru Abrol | Non-Executive Independent Director | Not Applicable# |
| 6 | Shri Dukhabandhu Rath | Non-Executive Independent Director | Not Applicable# |
| 7 | Shri Anil Kumar Bansal | Non-Executive Independent Director | Not Applicable# |
| 8 | Shri Arun Agarwal*** | Non-Executive Director | Not Applicable# |

**Notes:**

*Shri Shiv Kumar Bansal (DIN: 09736916), Executive Director, resigned from the Board with effect from the closure of business hours on July 31, 2025 and has withdrawn remuneration till the date July 31, 2025.

**The tenure of Mr. Arihant Chopra (DIN: 09436637) was completed on May 25, 2025, and accordingly, he ceased to be a Director of the Company with effect from the same date.

***Shri Arun Agarwal (DIN: 10067312) was appointed as an Additional Director in the capacity of Non-Executive Director of the Company with effect from July 25, 2025.

##Sitting Fees paid to the Directors has not been considered as remuneration.

(2) The percentage increase in remuneration of each director, chief financial officer, company secretary during the financial year 2025-26:

| S. No. | Name | Designation | % increase |
|---|---|---|---|
| 1 | Shri Shiv Kumar Bansal* | Whole-Time Director (Joint MD) | 20% |
| 2 | Shri Amit Thakur | Whole-Time Director | 9% |
| 3 | Shri Prakash Kumar Singh | Independent Director | Not Applicable# |
| 4 | Shri Arihant Chopra** | Independent Director | Not Applicable# |
| 5 | Ms. Neeru Abrol | Independent Director | Not Applicable# |
| 6 | Shri Dukhabandhu Rath | Independent Director | Not Applicable# |
| 7 | Shri Anil Kumar Bansal | Independent Director | Not Applicable# |
| 8 | Shri Arun Agarwal# | Non-Executive Director | Not Applicable# |
| 9 | Shri Suraj Kumar | Chief Financial Officer | 15% |
| 10 | Shri Sachin Kumar | Company Secretary & Compliance Officer | 25% |

**Notes:**

*Shri Shiv Kumar Bansal (DIN: 09736916), Executive Director, resigned from the Board with effect from the closure of business hours on July 31, 2025.

**The tenure of Mr. Arihant Chopra (DIN: 09436637) was completed on May 25, 2025, and accordingly, he ceased to be a Director of the Company with effect from the same date.

# Shri Arun Agarwal (DIN: 10067312) was appointed as an Additional Director in the capacity of Non-Executive Director of the Company with effect from July 25, 2025.

(3) The percentage increase in the median remuneration of employees for the financial year 2025-26 is -9.13%.

(4) The number of permanent employees on the rolls of the Company as on March 31, 2026 are 177.

(5) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: 15.65%

(6) We affirm that the remuneration paid in the financial year 2025-26 is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management of the Company.

**For and on behalf of Board of Directors**

Sd/-
**Amit Thakur**
Whole-Time Director
DIN: 10732682

Sd/-
**Arun Agarwal**
Director
DIN: 10067312

Place: Noida
Date: May 4, 2026

# 'Annexure B'

**FORM No. MR-3**

## SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

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

To,
The Members,
**SG Mart Limited** (formerly Kintech Renewables Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SG Mart Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, to the extent the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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

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

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

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

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client;(Not applicable to the Company during the audit period)

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws specifically applicable to the Company namely

   (a) The Factories Act, 1948

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

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

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, 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.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

We further report that there are 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.

We further report that during the audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. Allotment of 1,36,18,000 equity shares of face value of ₹1 each on May 26, 2025, pursuant to conversion of 6,80,900 convertible warrants.

**For Parikh & Associates**
Company Secretaries

Sd/-
**Akruti Shah**
Partner
FCS No: 13897 CP No: 22955
UDIN: F013897H000267141
PR No.: 7327/2025

Place: Mumbai
Date: May 04, 2026

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

# *'Annexure A'*

To,
The Members,
**SG Mart Limited**

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 process 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 process 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 procedure 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.

**For Parikh & Associates**
Company Secretaries

Sd/- :
**Akruti Shah**
Partner
FCS No: 13897 CP No: 22955
UDIN: F013897H000267141
PR No.: 7327/2025

Place: Mumbai
Date: May 04, 2026

# 'Annexure C'

## ANNUAL REPORT ON THE CSR ACTIVITIES FOR THE FINANCIAL YEAR 2025-26

### 1. Brief outline on CSR Policy of the Company

The Company has adopted a Corporate Social Responsibility (CSR) Policy in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy reflects the Company's commitment to operate in an economically, socially, and environmentally sustainable manner while recognizing the interests of all stakeholders. The CSR initiatives focus on areas such as promoting education, preventive healthcare and sanitation, gender equality, environmental sustainability, rural development, and contributions to government relief funds. The Company endeavors to integrate its CSR efforts with its core business objectives and values.

The CSR Committee, comprising Directors including an Independent Director, monitors and recommends projects and budgets, and ensures effective implementation of the approved CSR action plan. In accordance with the aforementioned provisions, your Company allocates a minimum of 2% of its average net profits of the preceding three financial years towards CSR activities and ensures that all projects are executed either directly or through eligible implementing agencies. Monitoring, documentation, and impact assessment, wherever required, are undertaken to ensure accountability and transparency, and surplus arising from CSR activities is reinvested into CSR initiatives as per statutory requirements. The CSR Policy and related disclosures are available on the Company's website at https://sgmart.co.in/csr.

### 2. Composition of CSR Committee:

| S. No. | Name of Director | Designation/Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Ms. Neeru Abrol | Chairperson (Independent Director) | 2 | 2 |
| 2 | Shri Shiv Kumar Bansal1 | Member (Whole Time Director) | 2 | 2 |
| 3 | Shri Amit Thakur | Member (Whole Time Director) | 2 | 2 |
| 4 | Shri Arun Agarwal2 | Member (Non-Executive Director) | NA | NA |

**Note:**

1. Shri Shiv Kumar Bansal ceased to be the Member of the Corporate Social Responsibility Committee due to re-constitution of the Corporate Social Responsibility Committee with effect from the closure of business hours on July 25, 2025.
2. Shri Arun Agarwal was appointed as Member of the Corporate Social Responsibility Committee due to re-constitution of the Corporate Social Responsibility Committee with effect from the closure of business hours on July 25, 2025.

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: https://sgmart.co.in/csr

### 4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

### 5. (a) Average net profit of the company as per section 135(5):

The average Net Profit of three financial years preceding the reporting financial year (i.e. 2022-23, 2023-24, 2024-25) calculated in accordance with Section 135 of the Companies Act, 2013 is ₹ 70,31,40,393/-

**(b) Two percent of average net profit of the company as per section 135(5): ₹ 1,40,62,808/-**

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** NIL

**(d) Amount required to be set off for the financial year, if any:** NIL

**(e) Total CSR obligation for the financial year (b+c—d):** ₹1,40,62,808/-

6. (a) **Amount spent on CSR projects (both Ongoing Projects and other than Ongoing Project):** Nil

(b) **Amount spent in Administrative Overheads:** Nil

(c) **Amount spent on Impact Assessment, if applicable:** NA

(d) **Total amount spent for the Financial Year (a+b+c):** Nil

(e) **CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year (₹) | Amount Unspent (₹) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| Nil | ₹1,40,62,808/-- | 28/04/2026 | NA | Nil | NA |

(f) **Excess amount for set off, if any**

| Sl. No. | Particular | Amount (₹) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per section 135(5) | ₹1,40,62,808/- |
| (ii) | Total amount spent for the Financial Year | Nil |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 0.00 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | 0.00 |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 0.00 |

**Note:**

The CSR expenditure amount of ₹1,40,62,808 /- has been earmarked for ongoing projects and transferred to the Unspent CSR Account in accordance with Section 135(6) of the Companies Act, 2013, for the Financial Year 2025–26.

7. **Details of Unspent CSR amount for the preceding three financial years:** Not Applicable

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not applicable

**For and on behalf of Board of Directors**

Sd/-
**Neeru Abrol**
Chairperson (CSR Committee)
DIN: 01279485

Sd/-
**Amit Thakur**
Whole-Time Director
DIN: 10732682

Place: Noida
Date: May 4, 2026

# 'Annexure D'

## DISCLOSURE PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 (CHAPTER IX) FOR CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

I. **INFORMATION RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:** The operations of our Company are not energy-intensive. The Company has, however, used information technology extensively in its operations and continuously invests in energy-efficient office equipment at all office locations.

II. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Foreign exchange earnings: ₹225.45 Crores

Foreign exchange outgo: ₹497.25 Crores

**For and on behalf of Board of Directors**

| | | |
|---|---|---|
| | Sd/- | Sd/- |
| | **Amit Thakur** | **Arun Agarwal** |
| Place: Noida | Whole-Time Director | Director |
| Date: May 4, 2026 | DIN: 10732682 | DIN: 10067312 |

**'Annexure E'**

# Report on Corporate Governance

## 1. Company's Governance Philosophy:

At SG Mart Limited ("the Company"), corporate governance is not merely a compliance obligation but a fundamental business imperative that guides the manner in which the Company conducts its affairs. The Company is committed to maintaining the highest standards of integrity, transparency, accountability, fairness, and ethical business conduct while creating sustainable value for all stakeholders.

The Company's governance framework is designed to promote responsible decision-making, effective oversight, prudent risk management, and long-term value creation. The Board of Directors provides strategic direction and oversight, ensuring that the Company's actions remain aligned with the interests of shareholders, employees, customers, business partners, regulators, lenders, and the communities in which it operates.

The Company believes that sound corporate governance fosters investor confidence, strengthens organizational resilience, enhances operational excellence, and supports sustainable business growth. Accordingly, the Company conducts its affairs in compliance with the provisions of the Companies Act, 2013 (**"the Act"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), and other applicable laws, regulations, and governance standards.

The governance framework of the Company is supported by a robust system of policies, processes, internal controls, and ethical standards, including the Code of Conduct for Directors and Senior Management Personnel, Code of Conduct for Prevention of Insider Trading, Nomination and Remuneration Policy, Board Diversity Policy, Whistle Blower Policy, Prevention of Sexual Harassment Policy, Policy on Related Party Transactions, Risk Management Policy, Corporate Social Responsibility Policy, Dividend Distribution Policy, Policy on Materiality of Events and Information, and other governance policies adopted by the Board.

The Company has established an effective internal control and risk management framework commensurate with the size and complexity of its operations. The Audit Committee and the Board periodically review the adequacy and effectiveness of these systems to ensure operational efficiency, reliability of financial reporting, regulatory compliance, safeguarding of assets, and protection of stakeholders' interests.

The Company remains committed to continuously strengthening its governance practices in line with evolving regulatory requirements, emerging risks, sustainability considerations, and global best practices, thereby fostering a culture of ethical leadership, accountability, transparency, and responsible corporate citizenship.

## 2. Board of Directors

### 2.1 Composition and Category of Directors

Your Company has a balanced and diverse mix of Executive, Non-Executive and Independent Directors and the composition is in conformity with requirements under the Act and the SEBI Listing Regulations.

As on March 31, 2026, Composition of the Board is as follows:

| Name | DIN | Category of Director |
|---|---|---|
| Shri Amit Thakur | 10732682 | Executive Director |
| Shri Arun Agarwal | 10067312 | Non-Executive - Non Independent Director |
| Shri Prakash Kumar Singh | 06398868 | Non-Executive Independent Director |
| Ms. Neeru Abrol | 01279485 | Non-Executive Independent Director |
| Shri Dukhabandhu Rath | 08965826 | Non-Executive Independent Director |
| Shri Anil Kumar Bansal | 06752578 | Non-Executive Independent Director |

Shri Arihant Chopra (DIN: 09436637), Non-Executive Independent Director, has completed his tenure of 3 years as an Independent Director and consequently ceased to be the Independent Director of the Company with effect from the closure of business hours on 25th May, 2025. The Board places on record deep appreciation for his valuable advice and exceptional guidance.

Shri Shiv Kumar Bansal (DIN: 09736916), Executive Director, resigned from the Board with effect from the closure of business hours on July 31, 2025, due to personal reasons. The Board placed on record its sincere appreciation for the valuable contributions, strategic insights, and guidance provided by Shri Shiv Kumar Bansal during his tenure.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors in its meeting held on July 25, 2025 appointed Shri Arun Agarwal (DIN: 10067312) as an Additional Director (Non-executive - Non Independent Director) with effect from July 25, 2025. His appointment was subsequently approved by the Members of the Company in its meeting held on September 20, 2025.

### 2.2 Attendance of each director at the meeting of the board of directors and the last annual general meeting:

| Name | Category | No. of Meetings held | No. of Meetings attended | Attendance at last AGM |
|---|---|---|---|---|
| Shri Amit Thakur (DIN: 10732682) | Executive Director | 4 | 4 | ✓ |
| Shri Arun Agarwal (DIN: 10067312)[1] | Non-Executive -Non Independent Director | 2 | 2 | ✓ |
| Shri Prakash Kumar Singh (DIN: 06398868) | Non-Executive Independent Director | 4 | 4 | ✓ |
| Ms. Neeru Abrol (DIN:01279485) | Non-Executive Independent Director | 4 | 4 | ✓ |
| Shri Dukhabandhu Rath (DIN: 08965826) | Non-Executive Independent Director | 4 | 4 | ✓ |
| Shri Anil Kumar Bansal (DIN:06752578) | Non-Executive Independent Director | 4 | 4 | ✓ |
| Shri Shiv Kumar Bansal (DIN: 09736916)[2] | Executive Director | 2 | 2 | ⊘ |
| Shri Arihant Chopra (DIN:09436637)[3] | Non-Executive Independent Director | 1 | 1 | ⊘ |

✓ Present | ⊘ Not Applicable

**Note:**

1. Shri Arun Agarwal (DIN: 10067312) has been appointed on the Board w.e.f. July 25, 2025.
2. Shri Shiv Kumar Bansal (DIN: 09736916) resigned from the Board with effect from the closure of business hours on July 31, 2025.
3. Shri Arihant Chopra (DIN: 09436637), has completed his tenure of three years as an Independent Director and consequently ceased to be the Independent Director of the Company with effect from the closure of business hours on May, 25, 2025.

### 2.3 (a) Number of other board of directors or committees in which directors are member or chairperson

| Name | Category | Other Directorship[1] | Other Membership[2] | Other Chairperson-ship[2] |
|---|---|---|---|---|
| Shri Amit Thakur (DIN: 10732682) | Executive Director | 1 | 0 | 0 |
| Shri Arun Agarwal (DIN: 10067312) | Non-Executive - Non Independent Director | 3 | 1 | 0 |
| Shri Prakash Kumar Singh (DIN: 06398868) | Non-Executive Independent Director | 0 | 0 | 0 |
| Ms. Neeru Abrol (DIN:01279485) | Non-Executive Independent Director | 5 | 4 | 1 |
| Shri Dukhabandhu Rath (DIN: 08965826) | Non-Executive Independent Director | 8 | 7 | 2 |
| Shri Anil Kumar Bansal (DIN:06752578) | Non-Executive Independent Director | 0 | 0 | 0 |

**Notes:**

1. Excludes Directorships in Private Limited Companies, Foreign Companies, memberships of Managing Committees of various Chambers/bodies /Section 8 Companies. Independent Directorships held by the Directors.
2. Only covers Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee of Public Companies whether listed or not.

### (b) The names of the other listed entities where the Director of the Company is a Director and the category of Directorship:

| Name | Name of Listed Entity | Category of Directorship |
|---|---|---|
| Shri Amit Thakur (DIN: 10732682) | -- | -- |
| Shri Arun Agarwal (DIN: 10067312) | Apollo Pipes Limited | Executive Director (Joint Managing Director) |
| | Kisan Mouldings Limited | Non-Executive and Non-Independent |

| Name | Name of Listed Entity | Category of Directorship |
|---|---|---|
| Shri Prakash Kumar Singh (DIN: 06398868) | -- | -- |
| Ms. Neeru Abrol (DIN: 01279485) | SMC Global Securities Limited | Non-Executive Independent Director |
| | Ganesha Ecoverse Limited | Non-Executive Independent Director |
| | Indo Rama Synthetics (India) Limited | Non-Executive Independent Director |
| | Apollo Pipes Limited | Non-Executive Independent Director |
| Shri Dukhabandhu Rath (DIN: 08965826) | 20 Microns Limited | Non-Executive Independent Director |
| | K.P. Energy Limited | Non-Executive Independent Director |
| | SG Finserve Limited | Non-Executive Independent Director |
| | APL Apollo Tubes Limited | Non-Executive Independent Director |
| | Atlanta Electricals Limited | Non-Executive Independent Director |
| | Gujarat Ambuja Exports Limited | Non-Executive Independent Director |
| Shri Anil Kumar Bansal (DIN: 06752578) | -- | -- |

## 2.4 Number of meetings of the board of directors held and dates on which held:

Four (4) Board Meetings were held during the financial year 2025-26 i.e., on May 16, 2025, July 25, 2025, October 30, 2025 and January 23, 2026. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

## 2.5 Disclosure of relationships between directors inter-se:

As on the date of the report, none of the Directors of the Company are related to each other within the meaning of Section 2(77) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014.

## 2.6 Number of shares and convertible instruments held by Directors

| Name of Non-Executive Director | Category | No. of Shares and Convertible instruments held in the Company as on March 31, 2026 |
|---|---|---|
| Shri Prakash Kumar Singh (DIN: 06398868) | Non-Executive Independent Director | NIL |
| Ms. Neeru Abrol (DIN:01279485) | Non-Executive Independent Director | NIL |
| Shri Dukhabandhu Rath (DIN: 08965826) | Non-Executive Independent Director | NIL |
| Shri Anil Kumar Bansal (DIN:06752578) | Non-Executive Independent Director | NIL |
| Shri Arun Agarwal (DIN: 10067312) | Non-Executive - Non Independent Director | 2,00,000 Equity Shares |
| Shri Amit Thakur (DIN: 10732682) | Executive Director | NIL |

## 2.7 Details of familiarisation programmes imparted to Independent Directors

In accordance with the provisions of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time ("SEBI Listing Regulations"), the Company has been conducting various familiarization programmes for Independent Directors. The details of such familiarization programmes for Independent Directors have been disclosed on the website of the Company, the web link for which is https://sgmart.co.in/investor-relations/

## 2.8 Matrix setting out the Skills/Expertise/Competence of the Board of Directors:

| Name of Director | | List of Core Skills/Expertise/Competencies possessed |
|---|---|---|
| Shri Amit Thakur | | Sales & Marketing, Community Service and Operations |
| Shri Arun Agarwal | | Sales & Marketing, Corporate Strategy, Operations, Community Service, Finance and Corporate Governance |
| Shri Prakash Kumar Singh | | General Management, Corporate Governance, Research, Operations, Sales & Marketing and Business process improvement and Risk Management |

| Name of Director | | List of Core Skills/Expertise/Competencies possessed |
|---|---|---|
| Ms. Neeru Abrol | | Corporate Governance, Taxation, Community Service, Risk Management and Finance, Corporate Social Responsibility, Law |
| Shri Dukhabandhu Rath | | Community Service, Corporate Governance, Risk Management and Finance |
| Shri Anil Kumar Bansal | | Corporate Governance, Finance and Research |

**2.9 Independent Directors:**

Independent Directors of the Company are required to comply with the requirements of the "Code of Conduct for the Board members and Senior Management Personnel", "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" and the Code for Independent directors (Schedule IV of the Act).

All the Independent Directors have affirmed that they meet the criteria of Independence as provided in Section 149(6) of the Act and Regulation 25 of SEBI Listing Regulations.

Further, in the opinion of the Board, all the Independent Directors possess the requisite qualifications, skills, experience and expertise and hold high standards of integrity and are independent of the management.

A formal letter of appointment to Independent Directors as provided in the Act has been issued and the draft of the same is available on website of the Company viz. https://sgmart.co.in/investor-relations/

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on January 23, 2026. Mr. Prakash Kumar Singh was elected as Chairman of the meeting and all the Independent Directors were present at the said Meeting.

At the aforesaid meeting, the Independent Directors reviewed and evaluated the performance of the Non-Independent Directors and the Board as a whole, taking into account the views of the Executive Directors and Non-Executive Directors. As the Company does not have a regular Chairperson of the Board, no separate evaluation of the Chairperson was carried out. The Independent Directors also reviewed the quality, quantity, content and timeliness of the flow of information between the Management and the Board and its Committees, which is essential for the Board to effectively perform and discharge its duties and responsibilities.

Independent Directors found the results of the above evaluation and assessment to be satisfactory.

**2.10** Detailed reasons for the resignation of an independent director who resigns before the expiry of his /her tenure along with a confirmation by such director that there are no other material reasons other than those provided: **Not Applicable**

## 3. Committees of the Board

The Board has established various Committees to ensure focused oversight and effective governance in key areas. Each Committee is constituted with members possessing the requisite expertise and experience relevant to its mandate. These Committees operate under clearly defined terms of reference and devote significant attention to matters within their purview, offering informed recommendations and strategic guidance. Their contributions play a vital role in enhancing the Board's decision-making process. The functioning of each Committee is periodically reviewed by the Board to ensure continued effectiveness and alignment with organizational objectives.

The recommendations of the Committees are submitted to the Board for approval. During the year, all the recommendations of the Committees were accepted by the Board.

The Company has constituted 5 (Five) statutory committees i.e., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

During the financial year 2025-26, attendance of Directors/ Members of the Committees in Board/Committee meetings includes participation through Video Conferencing or Other Audio Visual Means. Shri Sachin Kumar, Company Secretary and Compliance Office acts as the Secretary of all the Committees of the Board.

**3.1 Audit Committee**

The Audit Committee has been constituted in accordance with the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act. Its powers, responsibilities, and terms of reference covers the areas as contemplated under Regulation 18 read with Part C to Schedule II to the SEBI Listing Regulations, Section 178 of the Act, besides other terms as referred by the Board of Directors

The Audit Committee, inter alia, oversees the Company's financial reporting process and the disclosure of financial information to ensure that the financial statements are accurate, adequate and credible. The Committee reviews, with the Management and the Statutory Auditors, the annual financial statements and the auditors' report thereon before their submission to the Board for approval. It also reviews the quarterly, half-yearly and annual financial results of the Company, the Management Discussion and Analysis of financial condition and results of operations, statements of deviation(s)/variation(s), if any, internal audit reports, and the adequacy and effectiveness of the Company's internal control systems, internal audit framework, financial and risk management policies. The Committee periodically interacts with the Management, Internal Auditors and Statutory Auditors to monitor compliance, assess risks and strengthen the overall governance framework of the Company.

The key roles of the Audit Committee inter alia includes the following:

a. Reviewing with the Management the financial statements and auditors' report before submission to the Board;

b. Recommendation to the Board regarding appointment, remuneration and terms of appointment of auditors of the Company;

c. To review and monitor the auditor's independence and performance, and effectiveness of audit process;

d. Evaluation of internal financial controls and risk management systems;

e. Review with the management, the statement of uses / application of funds;

f. Approval or any subsequent modification of transactions with related parties of the Company;

g. Approval of changes, if any, in accounting policies and practices and reasons for the same;

h. Scrutiny of inter-corporate loans and investments;

i. Discussion with internal auditors of any significant findings and follow up there on;

**The Composition, Meetings and Attendance of the Audit Committee is as under:**

| Name | Category | Designation | Attendance at the Meeting May 16, 2025 | July 25, 2025 | October 30, 2025 | January 23, 2026 | % of attendance |
|---|---|---|---|---|---|---|---|
| Shri Prakash Kumar Singh | Non-Executive Independent Director | Chairperson | ✓ | ✓ | ✓ | ✓ | 100.00 |
| Ms. Neeru Abrol | Non-Executive Independent Director | Member | ✓ | ✓ | ✓ | ✓ | 100.00 |
| Shri Shiv Kumar Bansal* | Executive Director | Member | ✓ | ✓ | NA | NA | 100.00 |
| Shri Dukhabandhu Rath | Non-Executive Independent Director | Member | ✓ | ✓ | ✓ | ✓ | 100.00 |
| Shri Anil Kumar Bansal | Non-Executive Independent Director | Member | ✓ | ✓ | ✓ | ✓ | 100.00 |
| Shri Amit Thakur | Executive Director | Member | ✓ | ✓ | ✓ | ✓ | 100.00 |

Chairperson | Member

Shri Prakash Kumar Singh, Chairperson of the Audit Committee was present at the last AGM held on September 20, 2025

**Note:**

* Shri Shiv Kumar Bansal ceased to be the Members of the Audit Committee due to re-constitution of the Audit Committee with effect from the closure of business hours on July 25, 2025.

Shri Sachin Kumar, Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

### 3.2 Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is instrumental in identifying persons qualified to become Directors or be part of senior management in accordance with the criteria laid down by the Board, to carry out evaluation of every Director's performance, to recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees and Board Diversity etc. The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 read with Part D to Schedule II to the SEBI Listing Regulations, Section 178 of the Act, besides other terms as referred by the Board of Directors. Pursuant to the terms of reference, the said Committee deals with matter of the appointment/ reappointment of Directors, Key Managerial Personnel & Senior management and their remuneration etc. and submits its recommendations to the Board for approval.

The key roles of the Nomination and Remuneration Committee inter alia includes the following:

a. Identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Directors, Key Managerial Personnel & Senior management and recommend to the Board his / her appointment;

b. Formulate the criteria for evaluation of performance of the Independent Directors and the Board of Directors;

c. Recommend to the Board, all remuneration, in whatever form, payable to senior management;

d. Recommend to the Board the appointment, re-appointment, remuneration, and terms and conditions of appointment of the Managerial Personnel of the Company.

e. Devising a policy on diversity of board of directors;

The Composition, Meetings and Attendance of the Nomination and Remuneration Committee is as under:

| Name | Category | Designation | Attendance at the Meeting | | % of attendance |
|---|---|---|---|---|---|
| | | | May 16, 2025 | July 25, 2025 | |
| Shri Dukhabandhu Rath | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |
| Shri Arihant Chopra[1] | Non-Executive Independent Director | | ✓ | NA | 100.00 |
| Ms. Neeru Abrol | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |
| Shri Anil Kumar Bansal[2] | Non-Executive - Independent Director | | NA | ✓ | 100.00 |

Chairperson | Member

Shri Dukhabandhu Rath, Chairperson of the Nomination & Remuneration Committee was present at the last AGM held on September 20, 2025

**Notes:**

1. Shri Arihant Chopra ceased to be a Member of the Nomination and Remuneration Committee due to re-constitution of the Nomination and Remuneration Committee with effect from May 16, 2025.
2. Shri Anil Kumar Bansal was appointed as Member of Nomination & Remuneration Committee due to re-constitution of the Nomination and Remuneration Committee with effect from May 16, 2025.

## Performance Evaluation

In accordance with the provisions of the Act, and the corporate governance requirements under the SEBI Listing Regulations, the Board of Directors, based on the criteria recommended by Nomination and Remuneration Committee, conducted a formal annual evaluation of its own performance, that of its Committees, and of individual Directors.

The performance evaluation of the Board was carried out based on feedback received from all Directors, using defined criteria such as the adequacy of the Board's composition and structure, the effectiveness of its processes, the quality of information provided, and overall functioning.

The performance of each Committee was evaluated by the Board after obtaining inputs from the respective Committee members. The evaluation was based on factors including the Committee's composition, clarity of its terms of reference, the effectiveness of meetings, and the level of participation by its members.

The performance of individual Directors was assessed based on parameters such as attendance, active engagement and contribution in Board and Committee meetings, and the discharge of duties with due care, skill, and diligence. Additionally, the Independent Directors evaluated the performance of non-independent Directors and the Chairman, after considering the views of both executive and non-executive Directors.

The performance of the Independent Directors was evaluated by the entire Board, excluding the Director being evaluated. The evaluation was carried out based on various parameters, including maintaining independence from the Management and the Company, exercising objective and independent judgment in decision-making, providing constructive challenge and guidance, contributing effectively to Board deliberations through their expertise and experience, and attendance and participation at Board and Committee meetings.

The outcome of the evaluation was discussed by the Board. The Board deliberated on the feedback, suggestions and inputs received with a view to enhancing its overall effectiveness and leveraging the individual strengths of the Directors. The Directors expressed satisfaction with the Company's governance standards, transparency, conduct of meetings and the overall effectiveness of the Board. The suggestions and recommendations provided by the

Independent Directors were duly considered and, wherever appropriate, incorporated by the Board.

Following the evaluation, the Board expressed satisfaction with the overall performance of the Board, its Committees, and individual Directors including Independent Directors.

### Succession Planning

The Nomination and Remuneration Committee (NRC) reviewed the succession planning of top leadership positions in the Company. While undertaking said review the leadership competencies required for orderly succession planning was considered by the NRC.

### Nomination and Remuneration Policy

The Company has in place a Nomination and Remuneration Policy formulated by the Nomination and Remuneration Committee and approved by the Board of Directors, in line with the provisions of the Act and the SEBI Listing Regulations.

The Policy outlines the guiding principles for identifying, appointing, and remunerating Directors, Key Managerial Personnel (KMP), and senior management personnel.

The Policy aims to ensure that the Company attracts and retains competent individuals with the requisite qualifications, skills, and experience to contribute effectively to its growth and governance. It sets forth criteria for determining qualifications, positive attributes, independence of Directors, and performance evaluation. The Policy also establishes comprehensive guidelines for evaluating the performance of the Board as a whole, its Committees, individual Directors, including the Chairperson, and the Independent Directors. The Policy establishes a framework for determining remuneration that is fair, transparent, performance-linked, and aligned with the long-term interests of the Company and its stakeholders.

The Policy is available on the website of the Company at https://sgmart.co.in/investor-relations/

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### Remuneration to the Directors

**a. Non- Executive Directors:**

The Non-Executive Directors are paid remuneration by way of Sitting Fees for each Meeting of the Board or Committee of Directors attended by them. However, the sitting fees are subject to ceiling/limits as provided under the Act and rules made thereunder or any other enactment for the time being in force. The details of the remuneration of Directors during the financial year 2025-26 are given below:

(in ₹ Crore)

| Name | Category | Sitting Fees paid During the year |
|---|---|---:|
| Shri Prakash Kumar Singh (DIN: 06398868) | Non-Executive Independent Director | 0.0600 |
| Ms. Neeru Abrol (DIN:01279485) | Non-Executive Independent Director | 0.0760 |
| Shri Dukhabandhu Rath (DIN: 08965826) | Non-Executive Independent Director | 0.0720 |
| Shri Anil Kumar Bansal (DIN:06752578) | Non-Executive Independent Director | 0.0640 |
| Shri Arihant Chopra[1] (DIN:09436637) | Non-Executive Independent Director | 0.0120 |
| Shri Arun Agarwal[2] (DIN: 10067312) | Non-Executive - Non Independent Director | 0.0200 |

**Note:**

1. Shri Arun Agarwal (DIN: 10067312) has been appointed on the Board w.e.f. July 25, 2025.
2. Shri Arihant Chopra (DIN: 09436637), has completed his term of three years as an Independent Director and consequently ceased to be the Independent Director of the Company with effect from May, 25, 2025.

Apart from the sitting fees and reimbursement of expenses, there were no other pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. The criteria of making payments to Non-Executive Directors of the Company is also available on the website of the Company at https://sgmart.co.in/investor-relations/

**b. Executive Directors:**

The terms of remuneration of Executive Directors were approved by the shareholders. The details of remuneration paid to the Executive Directors in the financial year 2025-26 are as under:

(in ₹ Crore)

| S. No. | Particulars of Remuneration | Shri Shiv Kumar Bansal | Shri Amit Thakur | Total |
|---|---|---|---|---|
| 1. | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. | 0.64 | 1.09 | 1.73 |
| | (b) Value of perquisites u/s17(2) Income -tax Act,1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | - |
| 2. | Commission | - | - | - |
| 3. | Stock Option | - | - | - |
| 4. | Others, please specify | - | - | - |
| | **Total** | **0.64** | **1.09** | **1.73** |

**Details of Fixed Component and Performance-Linked Incentives, along with the Performance Criteria:**

The remuneration of Executive Directors, comprises a fixed component by way of salary, allowances, perquisites and other benefits, as approved by the shareholders and the Board of Directors from time to time. Details of the fixed remuneration paid during the financial year are provided in the table above.

In addition to the fixed remuneration, the Company has granted stock options under the SG Mart Limited Employees Stock Option Scheme – 2023 (ESOP 2023) as a performance-linked incentive.

The grant, vesting and exercise of stock options are governed by the terms of ESOP 2023 and the Nomination and Remuneration Policy of the Company. The performance criteria for such grant are as prescribed under the Nomination and Remuneration Policy and the provisions of ESOP 2023.

**Service contracts, notice period, severance fee:**

The Executive Directors are generally appointed for a period of three years. The severance fee and notice period for Executive Directors are in accordance with the HR policy of the Company and as per the terms of appointment, as approved by the Board.

The contracts with the Executive Directors may be terminated by either party giving the other party requisite notice or the Company paying requisite salary in lieu thereof as mutually agreed.

**Stock Option Details:**

During the financial year, 25,000 stock options were granted to Mr. Amit Thakur, Whole-time Director of the Company, under the SG Mart Limited Employees Stock Option Scheme – 2023 (ESOP 2023). The options were granted at the prevailing market price and no discount was provided on the grant.

The options are scheduled to vest in five equal annual tranches of 20% each and accordingly may accrued upto the one year from the date of last vesting of the options. The actual vesting of the options is subject to the continued employment of the grantee with the Company and may further be linked to such performance parameters and other criteria as may be determined by the Nomination and Remuneration Committee and specified in the respective grant letter, in accordance with the provisions of ESOP 2023.

Upon vesting, the options may be exercised, either wholly or partially, through the cash mechanism by submitting the prescribed exercise application form along with the applicable exercise price, taxes and other charges, if any. The vested options are exercisable within a period of one year from the date of the last vesting of the options, in accordance with the provisions of ESOP 2023.

## 3.3 Stakeholders Relationship Committee

In compliance with the Regulation 20 of the SEBI Listing Regulations and provisions of Section 178 of Act, the Company has a Stakeholders' Relationship Committee.

Terms of Reference- The Stakeholders' Relationship Committee shall inter-alia, consider and resolve the grievance of various security holders of the Company including complaints/ requests related to transfer of shares. It shall specifically look into the redressal of stakeholders/ investors complaints in a timely and proper manner.

The Committee is tasked with ensuring compliance with relevant statutory and regulatory requirements, reviewing the effectiveness of shareholder services, and recommending measures to improve stakeholders' engagement.

The role of the Stakeholders' Relationship Committee inter-alia includes the following:

a. Resolving the grievances of the security holders of the listed entity 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.

b. Review of measures taken for effective exercise of voting rights by shareholders.

c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar to an Issue and Share Transfer Agent.

d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**The Composition, Meetings and Attendance of the Stakeholders' Relationship Committee is as under:**

| Name | Category | Designation | Attendance at the Meeting January 21, 2026 | % of attendance |
|---|---|---|---|---|
| Shri Dukhabandhu Rath | Non-Executive Independent Director | Chairperson | ✓ | 100.00 |
| Shri Amit Thakur | Executive Director | Member | ✓ | 100.00 |
| Shri Arun Agarwal[1] | Non-Executive - Non Independent Director | Member | ✓ | 100.00 |
| Shri Shiv Kumar Bansal[2] | Executive Director | Member | NA | NA |

Chairperson | Member

Shri Dukhabandhu Rath, Chairperson of the Stakeholders' Relationship Committee was present at the last AGM held on September 20, 2025

**Note:**

1. Shri Arun Agarwal was appointed as member of Stakeholders' Relationship Committee due to re-constitution of the Stakeholders' Relationship Committee with effect from July 25, 2025.
2. Shri Shiv Kumar Bansal ceased to be the Member of the Stakeholders' Relationship Committee due to re-constitution of the Stakeholders' Relationship Committee with effect from July 25, 2025.

Shri Sachin Kumar, Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

**Complaints:**

| | |
|---|---|
| No. of Shareholder's Complaints received | 1* |
| No. of complaints resolved | 1* |
| No. of complaints not resolved | 0 |
| No. of pending complaints | 0 |

As on March 31, 2026 there was no pending investor grievance/complaint.

*During the year under review the Company has not received any complaint pertaining to investor relation. However, the Company had received one complaint through the SEBI Complaints Redress System (SCORES). Upon examination, no specific investor grievance was identified and the contents of the complaint were in the nature of market intelligence. Accordingly, the complaint was disposed of on the SCORES platform by the SEBI.

**Compliance officer**

Sachin Kumar, Company Secretary is appointed as the Compliance officer of the Company w.e.f. April 3, 2023.

### 3.4 Risk Management Committee & Policy:

The Company has a duly approved Risk Management Policy and constituted a Risk Management Committee as required under SEBI Listing Regulations. The Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management.

This Policy is available on the website of the Company and the weblink for the same is https://sgmart.co.in/investor-relations/

The role of Risk Management Committee inter-alia includes:

i. To formulate a detailed risk management policy;

ii. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

iii. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

iv. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.

The Composition, Meetings and Attendance of the Risk Management Committee is as under:

| Name | Category | Designation | Attendance at the Meeting | | % of attendance |
|---|---|---|---|---|---|
| | | | July 25, 2025 | January 21, 2026 | |
| Shri Amit Thakur | Executive Director | | ✓ | ✓ | 100.00 |
| Shri Prakash Kumar Singh | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |
| Shri Dukhabandhu Rath | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |
| Shri Anil Kumar Bansal | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |
| Ms. Neeru Abrol | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |

Chairperson | Member

### 3.5 Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors of the Company under the provisions of Section 135 of the Companies Act, 2013 and Corporate Social Responsibility Rules, 2014. (as amended from time to time).

The role and responsibilities of the CSR Committee inter alia includes the following:

a. To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act.

b. To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year.

c. To monitor the CSR Policy from time to time.

d. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

The Composition, Meetings and Attendance of the CSR Committee is as under:

| Name | Category | Designation | Attendance at the Meeting | | % of attendance |
|---|---|---|---|---|---|
| | | | May 16, 2025 | July 25, 2025 | |
| Ms. Neeru Abrol | Non-Executive Independent Director | | ✓ | ✓ | 100.00 |
| Shri Shiv Kumar Bansal[1] | Executive Director | | ✓ | ✓ | 100.00 |
| Shri Amit Thakur | Executive Director | | ✓ | ✓ | 100.00 |
| Shri Arun Agarwal[2] | Non-Executive -Non Independent Director | | NA | NA | NA |

Chairperson | Member

**Note:**

1. Shri Shiv Kumar Bansal ceased to be the Member of the Corporate Social Responsibility Committee due to re-constitution of the Corporate Social Responsibility Committee with effect from July 25, 2025.

2. Shri Arun Agarwal was appointed as Member of the Corporate Social Responsibility Committee due to re-constitution of the Corporate Social Responsibility Committee with effect from July 25, 2025.

## 4. Senior management:

The Company is having following officers in senior management position in the Company (as defined under Regulation 16 of the Listing Regulations):

| S. No | Name | Designation | Date of Joining | Brief Profile |
|---|---|---|---|---|
| 1. | Shri Suraj Kumar | Chief Financial Officer | March 1, 2024 | Mr. Suraj Kumar is a Chartered Accountant with over 15 years of experience in finance and allied domains. His expertise spans across Treasury Management, Direct and Indirect Taxation, Banking Operations, Import-Export Compliance, and matters related to the Foreign Trade Policy.<br><br>Throughout his career, Mr. Kumar has held key leadership roles in listed companies operating in the manufacturing and trading of steel and metal-related products. He has played a pivotal role in streamlining financial operations and driving strategic financial planning.<br><br>Mr. Kumar possesses in-depth knowledge of various finance and accounts functions, including finalization of annual accounts, working capital management, budgeting, management reporting, and implementation of ERP systems such as SAP. His strong analytical skills and business acumen make him a valuable contributor to the financial stability and growth of the organization. |
| 2. | Shri Sachin Kumar | Company Secretary & Compliance Officer | April 03, 2023 | Mr. Sachin Kumar is a Fellow member of the Institute of Company Secretaries of India and a Law Graduate, with over 10 years of experience in corporate compliance and governance. He has expertise in dealing with regulatory requirements under the Companies Act, SEBI Regulations, and the NBFC sector. |
| 3. | Shri Archit Arora | Vice President | May 16, 2025 | Mr. Archit Arora is an accomplished sales and business development professional with over 9 years of progressive experience in the steel industry, before joining the Company he was serving as Head of Sales (Industrial Products) at Tata Steel Limited. He has a strong track record of scaling business operations, having grown regional turnovers from zero to several thousand crores through strategic key account management, customer acquisition, and supply chain optimization. He has successfully led high-performing teams, driven cross functional improvement initiatives, and managed nationwide key accounts including Asia's largest steel buyer. A graduate of MDI Gurgaon with a PGDM and a B.Tech in Electrical Engineering, he continues to hone his leadership and marketing acumen through executive education at IIM Ahmedabad and Drucker School of Management. He combines strong analytical skills with a customer-centric approach and has earned multiple awards and top performance ratings throughout his career. |

There were no changes in the senior management personnel of the Company except as mentioned above.

## 5. General body meetings:

### 5.1 Location and time, where last three annual general meetings held:

| For the Financial Year | Mode/Venue | Date and Time | Special Resolution Passed |
|---|---|---|---|
| 2024-25 | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | September 20, 2025 at 1:00 P.M. | 1. To approve repricing of Employee Stock Options granted under 'Kintech Renewables Limited Employees Stock Option Scheme – 2023';<br>2. To approve 'SG Mart Employees Stock Option Plan 2025';<br>3. To approve the extension of the benefits under the 'SG Mart Employees Stock Option Plan 2025' to the employees of the Subsidiary and Associate Company(ies) of the Company;<br>4. To authorise SG Mart Limited Employees Welfare Trust to undertake secondary acquisition of Equity Shares under 'SG Mart Employees Stock Option Plan 2025';<br>5. To approve the provision of money by the Company to SG Mart Limited Employees Welfare Trust; |

| For the Financial Year | Mode/Venue | Date and Time | Special Resolution Passed |
|---|---|---|---|
| 2023-24 | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | September 28, 2024 at 11:30 A.M | 1. Approval for revision in remuneration payable to Shri Shivkumar Niranjanlal Bansal (DIN: 09736916) Whole-time director (Joint MD) of the Company.<br>2. Appointment of Mr. Anil Kumar Bansal (DIN: 06752578) as a Non-Executive, Independent Director of the Company.<br>3. Approval for re-appointment of Mr. Prakash Kumar Singh (DIN: 06398868), as a Non-Executive, Independent Director of the Company.<br>4. Approval for the appointment of Mr. Amit Thakur (DIN: 10732682) as a Whole- Time Director of the Company. |
| 2022-23 | Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) | September 30, 2023 at 1:00 P.M. | 1. Approval for change of name of the Company and consequential amendment to Memorandum and Articles of Association of the Company.<br>2. Approval of Kintech Renewables Limited Employees Stock Option Scheme – 2023. |

### 5.2 Special Resolution passed through Postal Ballot during Financial Year 2025-26:

During the Financial Year 2025-26, the Company did not pass any special resolution through postal ballot. However, subsequent to March 31, 2026, and up to the date of this Report, the following special resolution(s) were passed by the members through postal ballot:

**Postal Ballot Dated March 25, 2026**

**Date of Notice:** March 25, 2026

**Date of Passing Resolution:** April 24, 2026

**Voting Period:** From Thursday, March 26, 2026, 9:00 A.M. (IST) to Friday, April 24, 2026, 5:00 P.M. (IST) remained open for 30 days

**Details of Resolution and Voting Pattern:**

| Description (Nature of Resolution) | % of votes cast in favour of the Resolution | % of votes cast against the Resolution |
|---|---|---|
| To approve the amendment(s) in SG Mart Limited Employees Stock Option Scheme-2023 (formerly known as "Kintech Renewables Limited Employees Stock Option Scheme-2023") | 97.19% | 2.81% |
| To Approve the Extension of the Benefits under the 'SG Mart Limited Employees Stock Option Scheme-2023' as amended, to the employees of the Subsidiary or Associate Company(ies), in India or outside India, of the Company | 97.19% | 2.81% |

In conformity with the applicable provisions of the Act and the Rules made thereunder read with the applicable General Circulars issued by the Ministry of Corporate Affairs, the Company had provided remote e-voting facility to its Members to enable them to cast their vote electronically only instead of submitting the Postal Ballot Form physically. National Securities Depository Limited ("NSDL") was engaged to provide remote e-voting facility to the Members of the Company to enable them to cast their vote electronically. Shri Jatin Gupta, Company Secretary in Practice, was appointed as the Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. After receiving the Scrutinizer's Report, it was announced that aforesaid Special Resolutions had been passed with requisite majority on April 24, 2026.

### 5.3 Special Resolution proposed to be conducted through Postal Ballot

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

## 6. Means of communication:

### 6.1 Publication of quarterly/half yearly/nine monthly/ annual results:

The Company generally published its Quarterly/ half yearly/ nine monthly and annual financial results in "Financial Express" (English Standard) and "Jansatta" (Hindi Standard) in compliance with regulatory requirements, ensuring timely communication to all stakeholders. These results are also promptly submitted to the Stock Exchanges and are made available on the Company's website at https://sgmart.co.in/investor-relations/

The results, shareholding pattern, quarterly/half yearly/yearly compliances and all other corporate communication to the Stock Exchanges are filed electronically through BSE Listing Centre.

A separate dedicated section under "Investor Relations", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.

**6.2 Official News Releases**

The Company's official news releases, including material developments and significant announcements, are electronically submitted to the Stock Exchanges. These submissions are made through the BSE Listing Centre and NSE's NEAPS portal, respectively and are also available on the Company's website at https://sgmart.co.in/investor-relations/ for easy access by investors and stakeholders.

**6.3 Presentations Made to Institutional Investors or Analysts**

The Company provides presentations to institutional investors and analysts, which are uploaded on its website at https://sgmart.co.in/investor-relations/ to ensure transparency and facilitate informed decision-making by stakeholders. These presentations were also submitted electronically to the Stock Exchanges and also shared during earnings calls and investor meetings, where applicable.

## 7. General shareholder information:

**7.1 Annual General Meeting - Date, Time and Venue:**

**Date and time:** The date and time of the AGM which will be held through VC/OAVM means has been indicated in the Notice convening the AGM.

**Venue:** The AGM will be held through VC/OAVM, Hence the deemed venue will be the Registered office of the Company.

**7.2 Financial Year:**

The Company's current financial year comprises of a 12 months' period from April 1 to March 31

**7.3 Dividend payment date:**

Your Board of Directors has decided not to recommend any dividend for the financial year 2025-26 in order to conserve resources for future business requirements and growth initiatives.

**7.4 Stock exchanges at which the Company's Securities are listed:**

**BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai,
Maharashtra - 400 001
Phone: +91 22 2272 1233;
Fax: +91 22 2272 1919
Website: www.bseindia.com
(Scrip Code: 512329)

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai, Maharashtra - 400 051
Phone: +91 22 2659 8100;
Fax: +91 22 2659 8120
Website: www.nseindia.com
(NSE Symbol: SGMART)

- The Company confirms that it has duly paid the annual listing fees to the above-mentioned Stock Exchange for the financial year 2025-26.
- Further, none of the securities of the Company are suspended for trading as on March 31, 2026.
- ISIN Code for the Company's Equity Shares: INE385F01024

**7.5 Depositories:**

| National Securities Depository Limited | Central Depository Services (India) Limited |
|---|---|
| Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, | Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, |
| Mumbai, Maharashtra - 400 013 | Mum bai, Maharashtra - 400 001 |
| Phone: +91 22 2499 4200; | Phone: +91 22 2272 3333; |
|  | Toll free: 1800-200-5533 |
| Fax: +91 22 2497 6351 | Fax: +91 22 2272 3199 |
| E-mail: info@nsdl.co.in | E-mail: helpdesk@cdslindia.com |
| Website: www.nsdl.co.in | Website: www.cdslindia.com |

**7.6 Registrar to an Issue and Share Transfer Agent:**

MCS Share Transfer Agent Limited
3B3, 3rd Floor, B-Wing,
Gudecha Onclave Premises Co-op. Society Ltd.
Saki Vihar Road, Saki Naka,
Kherani Road, Saki Naka, Andheri (E), Mumbai - 400 072
Ph: 022 - 28516021 / 6022 / 46049717
E-mail : helpdeskmum@mcsregistrars.com

### 7.7 Share transfer system

The Company has a Board-level Stakeholders' Relationship Committee to redress investors' complaints and the status on complaints and share transfers is regularly reported to the Board.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialized form only, while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

Demat, remat and related operations for the Company are also handled by RTA of the Company i.e. MCS Share Transfer Agent Limited.

SEBI has opened a one-time special window from February 5, 2026 to February 4, 2027 for transfer and compulsory dematerialization of physical securities purchased prior to April 1, 2019, including previously rejected cases. Eligible investors holding original share certificates and executed transfer deeds may apply, subject to prescribed conditions. Securities transferred under this window will be credited only in demat form and will be subject to a one-year lock-in. Investors are advised to refer to the SEBI circular dated January 30, 2026 for further details.

### 7.8 Distribution of shareholding as on March 31, 2026

| Number of equity shares held | Shareholders | | Shares held | |
|---|---|---|---|---|
| | Number | % | Number | % |
| Upto 100 | 14046 | 63.76 | 4,25,783 | 0.338 |
| 101 – 500 | 4559 | 20.69 | 11,31,598 | 0.898 |
| 501 - 1000 | 1232 | 5.592 | 9,32,549 | 0.74 |
| 1,001 – 2,000 | 767 | 3.481 | 11,38,535 | 0.904 |
| 2,001 – 5,000 | 684 | 3.105 | 22,27,577 | 1.768 |
| 5,001 – 10,000 | 319 | 1.448 | 22,73,516 | 1.804 |
| 10,001 – 20,000 | 173 | 0.785 | 24,72,348 | 1.962 |
| 20,001 – 30,000 | 49 | 0.222 | 12,34,560 | 0.98 |
| 30,001 – 40,000 | 38 | 0.172 | 13,25,734 | 1.052 |
| 40,001 – 50,000 | 21 | 0.095 | 9,39,794 | 0.746 |
| 50,001 – 1,00,000 | 58 | 0.263 | 41,82,387 | 3.319 |
| Above 1,00,000 | 85 | 0.386 | 10,77,15,619 | 85.49 |
| **Total** | **22,031** | **100.00** | **12,60,00,000** | **100.00** |

### 7.9 Shareholding Pattern as on March 31, 2026

| Category | No. of Shareholders | No. of Shares | % of Paid Up Share Capital |
|---|---|---|---|
| Promoter & Promoter Group | 2 | 4,57,00,000 | 36.27 |
| Mutual Funds | 1 | 182 | 0.00 |
| Alternate Investment Funds | 14 | 6639992 | 5.27 |
| NBFCs registered with RBI | 1 | 5500 | 0.00 |
| Foreign Portfolio Investors Category I | 9 | 2235418 | 1.77 |
| Foreign Portfolio Investors Category II | 5 | 116132 | 0.09 |
| Key Managerial Personnel | 1 | 1 | 0.00 |
| Investor Education and Protection Fund (IEPF) | 1 | 170700 | 0.14 |
| Resident Individuals | 20705 | 5,29,97,192 | 42.06 |
| Non Resident Indians (NRIs) | 511 | 1490001 | 1.18 |
| Foreign Companies | 1 | 4040000 | 3.21 |
| Bodies Corporate | 293 | 11575103 | 9.19 |

| Category | No. of Shareholders | No. of Shares | % of Paid Up Share Capital |
|---|---|---|---|
| Trusts | 8 | 146387 | 0.12 |
| Foreign Portfolio Investor (Category - III) | 1 | 149314 | 0.12 |
| HUF | 470 | 684904 | 0.54 |
| Clearing Members | 8 | 49174 | 0.04 |
| **Total** | **22,031** | **12,60,00,000** | **100** |

### 7.10 Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2026, 99.99% of the Company's total Equity Shares representing 12,59,93,000 shares were held in dematerialized form and 7,000 shares representing 0.00% of paid-up share capital were held in physical form.

### 7.11 Outstanding ADRs/ GDRs

There were no outstanding GDRs/ ADRs, as on March 31, 2026.

### 7.12 Warrants and other convertible instruments:

Your Company on November 23, 2023 allotted 7,23,000 Fully Convertible warrants of face value of ₹10/- each pursuant to members' approval dated October 24, 2023, the said warrants were convertible into equivalent number of equity shares of face value of ₹10/-each, but after sub-division of face value from ₹10/- to ₹1/- and issuance of Bonus in the ratio 1:1 after the sub-division, the conversion ratio changed from 1:1 to 20:1 subsequently.

The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018.

During the previous financial year 2024-25, the Company allotted equity shares pursuant to conversion of warrants as under:

a. 5,15,000 equity shares of face value of ₹1/- each on July 11, 2024 pursuant to conversion of 25,750 warrants;

b. 2,00,000 equity shares of face value of ₹1/- each on November 4, 2024 pursuant to conversion of 10,000 warrants; and

c. 1,27,000 equity shares of face value of ₹1/- each on March 15, 2025 pursuant to conversion of 6,350 warrants.

Subsequently, during the year under review, the remaining 6,80,900 warrants were converted into 1,36,18,000 equity shares of face value of ₹1/- each on May 26, 2025.

Consequent to the aforesaid conversion, the Paid-up Share Capital of the Company, as on March 31, 2026, is ₹12,60,00,000/- (Rupees Twelve Crores Sixty Lakhs only), divided into 12,60,00,000 equity shares of face value of ₹1/- each.

Accordingly, there were no outstanding warrants or other convertible instruments pending for conversion as on the date of this Report.

### 7.13 Plant Locations:

1 **Unit :**
527, Dujana Road,
Bisnoli, Dadri, Gautambuddha Nagar,
Uttar Pradesh – 203207

2 **Unit :**
Land Bearing Sr No. 4/1, 4/2, 3/1, 3/2,
3/3, VPO Dhaneli, Nimora, Raipur,
Chhattisgarh – 493221

3 **Unit :**
G No. 183, Shirur Pune
Sanaswadi-Shikarpur, Pune,
Maharashtra – 412208

4 **Unit :**
16/A1, Sandhar Road,
Ichhangur Village,
Attibele Industrial Area, Bengaluru,
Karnataka – 562107

**7.14 Unclaimed Dividend**

Pursuant to provisions of Section 125 of the Companies Act, 2013 the dividends which have remained unpaid / unclaimed for a period of seven years from the date of transfer the unpaid dividend amount is mandatorily required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The status of remaining unclaimed dividend is given hereunder:

| Financial year | Dividend Per Share (₹) | Unclaimed Dividend amount as on March 31, 2026 (₹) | Date of Declaration | Due date for transfer to IEPF |
|---|---|---|---|---|
| 2018-2019 (Final Dividend) | 1.00 | 3,350 | September 24, 2019 | October 31, 2026 |
| 2019-2020 (Interim Dividend) | 1.00 | 3,850 | March 2, 2020 | April 8, 2027 |
| 2020-2021 (Final Dividend) | 1.00 | 3,729 | September 28, 2021 | November 4, 2028 |

**7.15 Name, designation and address of Compliance Officer and Nodal officer:**

Mr. Sachin Kumar

Company Secretary and Compliance Officer

SG Mart Limited

Registered Office: H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi-110092

Corporate Office:- A-127, Sector-136, Gautam Buddha Nagar, Noida, Uttar Pradesh-201305 Telephone: 9205556113 Email: compliance@sgmart.co.in

**7.16 Investors Correspondence can be made on Registered Office of the Company as given under:**

SG Mart Limited

CIN: L46102DL1985PLC426661

H. No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi – 110092.

Phone: 011- 22373437

Mail: compliance@sgmart.co.in

**7.17 Credit Ratings:**

During the year under review, the Rating agency CRISIL assigned "A/Stable" rating for the Company's long term borrowings and "A1" rating for the Company's short term borrowings.

## 8. Other Disclosures

**8.1 Related Party Disclosure:**

All transactions entered into with related parties as defined under the Act and Regulation 23 of SEBI Listing Regulations during the financial year were in the ordinary course of business, on arm's length pricing basis and not material in nature.

These have been approved by the Audit Committee/Board of Directors of the Company, in terms of provisions of the Act and the SEBI Listing Regulations. Certain transactions which were repetitive in nature were approved through omnibus route by the Audit Committee.

Besides this, the Company had no material significant transaction with the related parties vis-à-vis promoters, directors of the Company, their relatives, person or entity belonging to the promoter/promoter group etc. that may have a potential conflict with the interest of the Company at large.

The Company has also formulated a Policy on Related Party Transactions and Materiality of Related Party Transactions. This Policy is available on the website of the Company and the weblink for the same is https://sgmart.co.in/investor-relations/

Suitable disclosure as required by the Indian Accounting Standard (IND-AS) 24 has been made in the Note No. 33 to the Standalone Financial Statements and Note No. 31 to the Consolidated Financial Statements..

**8.2 Management discussion and analysis report:**

The Management Discussion and Analysis Report for the year under review, prepared in accordance with Regulation 34 read with Schedule V of the SEBI Listing Regulations, is provided as a separate section and forms an integral part of this Annual Report.

**8.3 Business responsibility and sustainability report:**

The Business Responsibility and Sustainability Report for the year under review, prepared in line with Regulation 34 of the SEBI Listing Regulations and applicable circulars, is included as a distinct section and constitutes an integral part of this Annual Report.

**8.4 Detail of non-compliance, penalties, strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matters related to Capital Markets:**

The Company has complied with all requirements under the Listing Agreement with the Stock Exchanges, as well as the applicable regulations and guidelines issued by the SEBI. No penalties or strictures have been imposed by SEBI, the Stock Exchanges, or any other statutory authority in relation to capital market matters during the last three financial years.

**Note:** In compliance with Regulation 27(2) of the SEBI Listing Regulations, the Company filed the Corporate Governance Report for the quarter ended June 30, 2024, on July 20, 2024. On August 9, 2024, BSE Limited highlighted an inadvertent clerical omission in the report relating to the composition of Board Committees. The Company rectified the same and submitted a revised report on August 16, 2024. The omission was purely unintentional and did not arise from any regulatory non-compliance. While no formal communication or update on the BSE portal regarding a penalty has been received, a fine of ₹35,400 under Regulation 19(1)/19(2) was observed in SOP non-compliance list. The Company confirms it is in full compliance with the said regulations and respectfully requested BSE that the penalty be withdrawn, as no waiver application is warranted in the absence of any actual non-compliance.

### 8.5 Vigil Mechanism / Whistle Blower policy:

The Company has established a Vigil Mechanism in accordance with the provisions of the Act and Regulation 22 of the SEBI Listing Regulations. This mechanism provides a framework for directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct, without fear of retaliation.

The Whistle Blower Policy is designed to ensure that individuals can raise concerns in a responsible and effective manner. The policy provides for adequate safeguards against victimization of employees and directors who avail of the mechanism.

It is further affirmed that no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy is available on the Company's website at the following link https://sgmart.co.in/investor-relations/

### 8.6 Disclosures with respect to demat suspense account/ unclaimed suspense account:

There were no shares in the demat suspense account or unclaimed suspense account during the financial year 2025-26.

### 8.7 Commodity Price Risk or Foreign Exchange Risk and Hedging activities:

A comprehensive financial and commodity risk management framework supports the achievement of the Company's objectives by enabling the identification, assessment and monitoring of risks, establishing appropriate risk thresholds, mapping controls to identified risks and implementing policies and procedures for their effective management.

SG Mart Limited has a Board-approved Risk management policy that includes the framework for identifying, assessing, managing and monitoring the financial and commodity risks arising in the ordinary course of its business. The policy sets out appropriate procedures and controls for managing risks associated with fluctuations in commodity prices, foreign exchange movements, working capital requirements and other financial exposures, as applicable to the Company's business operations.

As part of its risk management framework, the Company periodically evaluates its exposure to key commodities and financial risks and, where considered appropriate, undertakes suitable risk mitigation measures in accordance with its approved policy. The Company's objective is to minimise the potential adverse impact of market and price volatility on its financial performance and cash flows while ensuring that its risk management practices remain aligned with its business requirements.

The Company's material commodity exposures are set out below:

| Commodity Name | Exposure in INR towards the particular commodity (INR in crores) | Exposure in Quantity terms towards the particular commodity (in TONNES) | % of such exposure hedged through commodity derivatives | | | | |
|---|---|---|---|---|---|---|---|
| | | | Domestic market | | International market | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| - STEEL Product | 5,267.81 | 10,81,000.53 | - | - | - | - | - |
| PVC RESIN | 80.30 | 11,524.00 | - | - | - | - | - |
| CHEMICALS | 5.07 | 796.49 | - | - | - | - | - |
| ZINC INGO | 4.39 | 154.98 | - | - | - | - | - |

The above exposures represent the Company's material commodity positions arising from its business operations. The Company reviews such exposures periodically and evaluates the need for appropriate risk mitigation measures based on prevailing market conditions, the nature of the underlying exposure and the Company's approved risk management framework.

Further, refer to Note No. 35 to the Standalone Financial Statements for details relating to the Company's foreign exchange risk and hedging activities, wherever applicable.

### 8.8 Details of utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement:

The Board of Directors, in a meeting held on September 23, 2023, approved a preferential issue of ₹ 1,150 Crores. These funds were proposed to be utilized towards working capital requirements (₹ 900.00 Crores) and general corporate purposes (₹ 250.00 Crores). The details of the utilization of these funds are provided below and also refer to note no. 11 to the consolidated financial statements.

As on March 31, 2026, the Company has received the entire amount of ₹1,150 Crores. Out of the said amount, ₹900.00 Crores has been utilized towards working capital requirements and ₹250.00 Crores towards general corporate purposes, in line with the stated objects of the issue. Accordingly, there is no unutilised amount as on date.

In compliance with Regulation 32 of SEBI Listing Regulations, the Audit Committee has reviewed the statement of utilisation of proceeds and confirmed that there has been no deviation or variation from the objects stated in the Offer Document.

Further, the Company has ensured that monitoring agency reports were placed before the Audit Committee confirming the utilisation of proceeds for the intended purposes. The Monitoring Agency Reports are also disclosed on the Company's website and filed with the Stock Exchanges.

**8.9 Certificate from Company Secretary in Practice that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority:**

A Certificate from M/s Anjali Yadav & Associates, Practising Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), or any other statutory authority, is annexed as '**Annexure E1**' to this report.

**8.10 Total fees services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor:**

During the Financial year ended March 31, 2026, the total fees for various services paid to Statutory Auditors by SG Mart Limited to M/s. Walker Chandiok & Co LLP, Chartered Accountants, SG Super 101 Private Limited to M/s Ashok Kumar Goyal & Co. Chartered Accountants, and by SG Marts FZE to M/s TRC PAMCO Middle East Auditing & Accounting L.L.C are as follows:

(₹ in crores)

| Fees (excluding taxes) | SG Mart Limited | SG Super 101 Private Limited | SG Marts FZE |
|---|---|---|---|
| For audit | 0.350 | 0.055 | 0.002 |
| For other services | 0.036 | - | - |
| Reimbursement of expenses | 0.060 | - | - |
| **Total** | **0.445** | **0.055** | **0.002** |

Further, no fees other than above was paid by any of the subsidiaries or by the Company to any entity in the network firm/ network entity of which the Statutory Auditor is a part.

**8.11 Prevention of Sexual Harassment of Women at Workplace:**

The Company adheres to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and has implemented a comprehensive Policy on the Prevention of Sexual Harassment in alignment with the Act. An Internal Complaints Committee has been established to address any complaints of sexual harassment. During the period under review, the Company did not receive any complaint pertaining to sexual harassment.

| Particular | Remark |
|---|---|
| Number of Complaints filed during the financial year | 0 |
| Number of complaints disposed of during the financial year | NA |
| Number of complaints pending as on end of the financial year | 0 |

**8.12 Disclosure on loans and advances:**

The Company and its subsidiaries has not provided any loans and advances in the nature of loans to firms/ companies in which the directors are interested during the financial year 2025-26, except the loans and advances given by the Company to its wholly owned Subsidiary(ies). Further details of loan and advance given to the subsidiary company has been provided in note no. 4 to the standalone financial statements.

**8.13 Subsidiary:**

As on March 31, 2026, the Company has two subsidiaries - SG Marts FZE & SG Super 101 Private Limited. However, during the FY 2025-26 none of these qualify as a material subsidiary as per the criteria prescribed under the company's policy on determining material subsidiary and the SEBI Listing Regulations. Accordingly, the disclosure of details such as date and place of incorporation and statutory auditor information is not applicable.

However, based on the audited financial statements of SG Marts FZE and SG Mart Limited (Standalone and Consolidated) for the financial year ended March 31, 2026, SG Marts FZE qualifies as a Material Subsidiary of SG Mart Limited.

However, the threshold prescribed under Regulation 24(1) of the SEBI Listing Regulations, requiring the appointment of an Independent Director of the listed entity on the Board of the material subsidiary (i.e., 20% of the consolidated income or net worth), was not triggered. The details of the material subsidiary are provided below:

| S. No. | Name of Material Subsidiary | Date and Place of Incorporation | Name of Statutory Auditor appointed in Material Subsidiary | Date of Appointment of Statutory Auditor |
|---|---|---|---|---|
| 1. | SG Marts FZE | January 24, 2024, Jebel Ali, Dubai, UAE | TRC PAMCO Middle East Auditing & Accounting L.L.C | 13.01.2025 |

The Policy for determining material Subsidiaries, as approved by the Board of Directors, is available on the Company's website at the following link: https://sgmart.co.in/investor-relations/.

**8.14 Details of non-compliance of any requirement of corporate governance report, with reasons thereof:**

There has been no instance of non-compliance of any requirement of the Corporate Governance specified in the SEBI Listing Regulations.

**8.15 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with all the mandatory requirements as prescribed under the SEBI Listing Regulations.

In addition, the Company has also adopted certain non-mandatory (discretionary) requirements as specified in Part E of Schedule II of the said Regulations, to enhance its corporate governance framework. These include:

(a) The Company's financial statements are with unmodified audit opinion. A declaration to this effect, duly signed by the Chief Financial Officer has also been furnished. There are no audit qualifications in the financial statements for the Financial Year 2025-26.

(b) The internal auditors submit their report directly to the Audit Committee of the Board.

The Company remains committed to maintaining the highest standards of corporate governance by periodically reviewing and strengthening its internal policies and practices.

**8.16 The Company is in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations as well as disclosure requirements as enumerated in Schedule V of the SEBI Listing Regulations.**

## 9. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for all Board members and senior management personnel which is available on the website of the Company i.e. https://sgmart.co.in/investor-relations/

The Company has received confirmations from all the Board members and senior management personnel regarding compliance of the Code during the year under review.

A declaration signed by the Whole-time Director is attached as '**Annexure E2**'

## 10. CEO and CFO Certification:

Shri Amit Thakur, Whole Time Director and Shri Suraj Kumar, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) read with Schedule II of Part B of SEBI Listing Regulations.

## 11. Compliance certificate of the Practising Company Secretary:

Certificate from the Practising Company Secretaries M/s Anjali Yadav & Associates, confirming compliance with conditions of Corporate Governance as required under Regulation 34(3) Schedule V (E) of SEBI Listing Regulations forms part of the Annual Report, and the same has been annexed as '**Annexure E3'**

## 12. Code for Prevention of Insider Trading:

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has adopted (i) the code of practices and procedures for fair disclosure of unpublished price sensitive information and (ii) the code of conduct to regulate, monitor and report trading by insiders, in terms of the said Regulations.

## 13. Disclosure in accordance with Regulation 30A of SEBI Listing Regulations

No agreements as specified under clause 5A to para A of part A of schedule III, are required to be disclosed in accordance with Regulation 30A of SEBI Listing Regulations in the FY 2025-2026.

For and on behalf of Board of Directors

| | | |
|---|---|---|
| | Sd/- | Sd/- |
| | **Arun Agarwal** | **Amit Thakur** |
| Place: Noida | Director | Whole-Time Director |
| Date: May 4, 2026 | DIN: 10067312 | DIN: 10732682 |

**'Annexure E1'**

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members of
**SG Mart Limited**
H. No. 37, Ground Floor, Hargovind Enclave,
Vikas Marg, East Delhi, Delhi-110092

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SG Mart Limited** having **CIN: L46102DL1985PLC426661** and having registered office at H. No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi-110092 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| S. No. | Name of Directors | DIN | Date of appointment in the company |
|---|---|---|---|
| 1. | Mr. Arun Agarwal | 10067312 | 25/07/2025 |
| 2. | Mr. Prakash Kumar Singh | 06398868 | 02/12/2021 |
| 3. | Mr. Anil Kumar Bansal | 06752578 | 09/08/2024 |
| 4. | Mr. Amit Thakur | 10732682 | 09/08/2024 |
| 5. | Mr. Dukhabandhu Rath | 08965826 | 16/04/2024 |
| 6. | Ms. Neeru Abrol | 01279485 | 16/04/2024 |

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

For **Anjali Yadav & Associates**
Company Secretaries

Sd/-
**Anjali Yadav**
Proprietor
FCS No.: 6628
C P No.: 7257
UDIN: F006628H000266241
PR Unique Code: S2006DE715800PR
PR Certificate No.: 6384/2025

Place: New Delhi
Date: 04th May, 2026

# 'Annexure E2'

## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Board of Directors of the Company has laid down a Code of Conduct for its members and Senior Management Personnel of the Company. The same has also been posted on the Company's website. It is further confirmed that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2026 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

For and on behalf of Board of Directors

Sd/-
**Amit Thakur**
Whole-Time Director
DIN: 10732682

Place: Noida
Date: May 4, 2026

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# 'Annexure E3'

# Compliance Certificate on Corporate Governance

To
The Members of **SG Mart Limited**
H. No. 37, Ground Floor, Hargovind Enclave,
Vikas Marg, East Delhi, Delhi-110092

We have examined the compliance of conditions of Corporate Governance by the **SG Mart Limited** ("the Company") for the year ended 31st March, 2026 as stipulated in regulation 17 to 27, clause (b) to (i) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI Listing Regulations") pursuant to the Listing Agreement of the Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and Management, we certify that the Company has complied with the conditions of corporate governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 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

The certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Anjali Yadav & Associates**
Company Secretaries

Sd/-
**Anjali Yadav**
Proprietor
FCS No.: 6628
C P No.: 7257
UDIN: F006628H000266371
PR Unique Code: S2006DE715800PR
PR Certificate No.: 6384/2025

Place: New Delhi
Date: 04th May, 2026

# Table of Contents

# Our Vision & Mission

## Vision

To be the leading platform for Building Material solutions and simplifying business solutions

## Mission

To enhance accessibility and make the procurement process for all stakeholders easy.

## Our Values

SG Mart's values encompass quality, transparency, customer focus ensuring customer satisfaction and success, integrity, collaboration, sustainability, and reliability.

# Business Responsibility and Sustainability Report

## Message from the Executive Director

Dear Stakeholders,

At SG Mart, we continue to align our growth with responsibility, resilience, and long-term value creation. As we present our Business Responsibility and Sustainability Report (BRSR), I would like to reflect on our approach toward integrating environmental, social, and governance (ESG) principles into our business strategy.

Over the past year, we have taken meaningful steps to strengthen our sustainability framework. Our focus remains on optimizing resource efficiency, reducing environmental impact, and ensuring compliance with evolving regulatory expectations. We are steadily working toward improving our performance in key areas such as energy consumption, waste management, and responsible sourcing.

Equally important is our commitment to our people. We believe that a motivated and inclusive workforce is central to sustainable success. We have continued to invest in employee well-being, skill development, and creating a safe and equitable work environment across all our operations.

From a governance perspective, we uphold the highest standards of transparency, ethics, and accountability. Our policies and practices are designed to ensure that sustainability is embedded into decision-making processes at every level of the organization.

While we acknowledge that the journey toward sustainability is continuous, we remain committed to setting measurable targets and improving our performance year on year. We also recognize the importance of collaboration with stakeholders including employees, customers, partners, and communities in achieving our sustainability goals.

We would like to express my gratitude to all our stakeholders for their continued trust and support. Together, we will continue to build a responsible and future-ready organization

**Amit Thakur**
**Whole Time Director**
**SG Mart**

## Section A
GENERAL DISCLOSURES

### 1. Details of the listed entity

| | | |
|---|---|---|
| 1. | Corporate Identity Number (CIN) of the Listed Entity | L46102DL1985PLC426661 |
| 2. | Name of the Listed Entity | SG Mart Limited |
| 3. | Year of incorporation | 1985 |
| 4. | Registered office address | H No. 37, Ground Floor, Hargobind Enclave, Vikas Marg, East Delhi, Delhi, India, 110092 |
| 5. | Corporate address | A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201305 |
| 6. | E-mail | compliance@sgmart.co.in |
| 7. | Telephone | 011-22373437 |
| 8. | Website | www.sgmart.co.in |
| 9. | Financial year for which reporting is being done | FY2025-26 |
| 10. | Name of the Stock Exchange(s) where shares are listed | BSE Limited & National Stock Exchange of India. |
| 11. | Paid-up Capital | ₹12.60 crore |
| 12. | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Name: Sachin Kumar, Company Secretary & Compliance Officer<br>Email: sachinkumar@sgmart.co.in |
| 13. | Reporting boundary -Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together) | Disclosures presented in this report pertain solely to SG Mart Limited and have been prepared on a standalone basis. |
| 14. | Name of assessment or assurance provider | Not Applicable |
| 15. | Type of assessment or assurance obtained | Not Applicable |

### II. Product Services

#### 16. Details of business activities (accounting for 90% of the turnover):-

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|---|---|---|---|
| 1. | Trading | Trading of building material products. | 92% |

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):-

| S. No. | Product/Service | NIC Code | % of total turnover contributed |
|---|---|---|---|
| 1. | HR coils/HR Sheets | 467299 | 82% |
| 2. | Renewables Structures | 467299 | 6% |
| 3. | TMT | 467299 | 2% |

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

| Location | Number of Processing service center | Number of offices/ Warehouses | Total |
|---|---|---|---|
| National | 4 | 10 | 14* |
| International | 1** | 0 | 1 |

*The number of offices includes warehouses that are registered under GST.

**SG Marts FZE, a wholly owned subsidiary, operates an office/ Processing service center in Dubai. Markets served by the entity:

### 19. Markets served by the entity:

**(i) Number of locations**

| Locations | Number |
|---|---|
| National (No. of States) | 22 |
| International (No. of Countries) | 5 |

**(ii) What is the contribution of exports as a percentage of the total turnover of the entity?**

NIL*

Note: *There was no contribution of the export by the SG Mart Limited, however as the international locations as mentioned above are served by the wholly owned subsidiary i.e. SG Marts FZE.

**(iii) A brief on types of customers:**

SG Mart Limited caters to a broad business-to-business (B2B) customer base spanning the infrastructure, construction, and industrial sectors. Its clientele includes EPC contractors, real estate developers, original equipment manufacturers (OEMs), independent power producers (IPPs), infrastructure companies, manufacturers, traders, dealers, retailers, and fabricators. Backed by a robust distribution network and a comprehensive portfolio of steel and construction-related products, the Company delivers reliable procurement solutions, efficient logistics, and timely product availability to support the diverse operational and project requirements of customers across India.

## IV. Employees

### 20. Details as at the end of Financial Year:

**a. Employees and workers (including differently abled):**

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **Employees** | | | | | |
| 1. | Permanent (D) | 134 | 129 | 96% | 5 | 4% |
| 2. | Other than permanent (E) | 0 | 0 | 0% | 0 | 0% |
| 3. | Total employees (D+E) | 134 | 129 | 96% | 5 | 4% |
| | **Workers** | | | | | |
| 4. | Permanent (F) | 43 | 43 | 100% | 0 | 0% |
| 5. | Other than permanent (G) | 200 | 197 | 98.5% | 3 | 1.5% |
| 6. | Total workers (F+G) | 243 | 240 | 98.8% | 3 | 1.2% |

**Note:** Employees and workers have been classified and reported in accordance with the applicable SEBI Guidance Note for Business Responsibility and Sustainability Reporting

**b. Differently abled Employees and workers:**

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **Differently abled Employees** | | | | | |
| 1. | Permanent (D) | 0 | 0 | 0 | 0 | 0 |
| 2. | Other than permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3. | Total Differently abled employees (D+E) | 0 | 0 | 0 | 0 | 0 |
| | **Differently abled Workers** | | | | | |
| 4. | Permanent (F) | 0 | 0 | 0 | 0 | 0 |
| 5. | Other than permanent (G) | 0 | 0 | 0 | 0 | 0 |
| 6. | Total Differently abled workers (F+G) | 0 | 0 | 0 | 0 | 0 |

### 21. Participation/Inclusion/Representation of women

| | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No. (B) | % (B/A) |
| Board of Directors | 6 | 1 | 16.67% |
| Key Management Personnel (KMPs) | 3* | 0 | 0% |

*KMPs include one whole time director

### 22. Turnover rate for permanent employees and workers -

| Category | FY 2025-26 | | | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male (%) | Female (%) | Total (%) | Male (%) | Female (%) | Total (%) | Male (%) | Female (%) | Total (%) |
| Permanent employees | 42.8% | 44.4% | 42.9% | 52.8% | 0.0% | 52.8% | 11.7% | 2.1% | 13.8% |
| Permanent workers | 25.5% | 0% | 25.5% | NA | NA | NA | NA | NA | NA |

**Note:** Turnover rate for FY 25-26 includes both voluntary and involuntary separations, in accordance with the applicable SEBI BRSR guidance.

## V. Holding, Subsidiary and Associate Companies (including Joint ventures)

### 23. Names of holding / subsidiary / associate companies / joint ventures

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures (A) | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % Of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1 | SG Marts FZE | Subsidiary | 100% | No |
| 2 | SG Super 101 Private Limited | Subsidiary | 100% | No |

## VI. CSR details

**24.** (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) – YES

(ii) Turnover (in Rs.) - Rs. 5540 Crores

(iii) Net worth (in Rs.)- Rs. 1542 Crores

## VII. Transparency and Disclosures Compliances

### 25. Complaints/Grievances on any of the principles (principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGBRC):

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy) | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|---|
| | | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks |
| Communities | Y* | 0 | 0 | 0 | 0 | 0 | 0 |
| Investors (other than shareholders) | Y* | 0 | 0 | 0 | 0 | 0 | 0 |
| Shareholders | Y* | 0 | 0 | 0 | 0 | 0 | 0 |

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy) | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|---|
| | | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks |
| Employees and workers | Y* | 0 | 0 | 0 | 0 | 0 | 0 |
| Customers | Y* | 0 | 0 | 0 | 0 | 0 | 0 |
| Value Chain Partners | Y* | 0 | 0 | 0 | 0 | 0 | 0 |
| Other (please specify) | Y* | 1** | 0 | 0 | 0 | 0 | 0 |

*SG Mart has established a Whistle Blower Policy that defines a structured mechanism for addressing and resolving grievances. The policy can be accessed at: https://sgmart.co.in/

**The allegations mentioned in the grievance as received though SCORES pertain to a personal dispute between an employee and another person not related to the company. The dispute is of a personal nature and is not related to the business of the company or the work place.

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environment and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying The risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative [CC6.1] [US6.2implications) |
|---|---|---|---|---|---|
| 1 | Product Quality, Safety & Standards Compliance in Construction Materials | Risk | SG Mart's core trade is in structural and construction-grade steel products (TMT bars, HR coils/sheets, structural sections) alongside tiles, sanitaryware and electrical fittings used in building projects. Because these are safety-critical, load-bearing or life-safety-relevant inputs, a certification or quality lapse at the manufacturer level can translate into construction-site safety risk and legal/reputational exposure for the Company as the distribution channel, even though it does not manufacture the goods itself.. | Sourcing exclusively from BIS-certified and reputed brand manufacturers, quality verification at warehouses and service centres, and maintaining product traceability from source to dealer. | Negative |
| 2 | Occupational Health & Safety in Warehousing & Value-Added Processing | Risk | While SG Mart is not a manufacturer, its service-centre network involves handling, storing and processing (such as cutting and slitting) heavy steel products – activities that carry inherent physical and equipment-related hazards for employees and contract/ logistics workers, distinct from typical office-based risk. | Standard operating procedures for material handling, protective equipment, safety training at service centres, and structured incident reporting and investigation. | Negative |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying The risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative [CC6.1] [US6.2implications) |
|---|---|---|---|---|---|
| 3 | Responsible & Resilient Sourcing of Traded Materials | Risk & Opportunity | As a trading and distribution business, SG Mart does not control upstream production; its environmental and labour footprint, and its continuity of supply, therefore depend heavily on the practices and reliability of third-party manufacturers and mills. Overreliance on a narrow supplier base, or association with poorly governed suppliers, could expose the Company to both disruption risk and reputational risk. | Diversifying and periodically assessing the supplier base, favouring manufacturers with credible quality and compliance track records, and building long-term relationships with multiple established brands rather than single-source dependency. | Negative |
| 4 | Freight & Logistics-Driven Carbon Footprint | Risk & Opportunity | In the absence of manufacturing operations, road freight to move high-tonnage steel and building materials between mills, warehouses and dealers across India is the principal driver of SG Mart's environmental footprint. Fuel costs, the possibility of future emissions-related regulation of logistics, and growing customer preference for lower-carbon supply chains make this increasingly relevant for a distribution-led business model. | Route and load optimisation, working with efficient logistics partners, and evaluating lower-emission transport options as they become commercially viable. | Negative |
| 5 | Fair, Transparent Dealing with MSME Dealers & Small Business Partners | Opportunity | SG Mart's distribution model depends on a broad, geographically spread network of dealers and distributors, many of them small or MSME businesses. Fair pricing, transparent commercial terms and timely payment practices toward these smaller partners support inclusive growth, encourage loyalty, and reduce the risk of channel disputes or attrition to competing B2B marketplaces. | Standardised, transparent commercial terms, structured grievance-redressal channels for dealers, and continued efforts to widen the dealer base rather than concentrate volumes with a few large partners. | Positive |
| 6 | Talent Capability & Workforce Stability to Support Growth | Risk | SG Mart operates with a comparatively lean corporate workforce relative to the scale and geographic spread of goods it moves, spanning commercial, supply-chain and finance functions. As the Company continues to grow and diversify into new product categories, its ability to attract, train and retain capable talent across these functions is a key determinant of execution quality and growth sustainability. | Competitive compensation and career-development pathways, structured onboarding and training, and periodic review of workforce plans against business growth targets. | Negative |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying The risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative [CC6.1] [US6.2implications) |
|---|---|---|---|---|---|
| 7 | Diversification into Renewable-Energy-Linked & Higher Value-Added Product Lines | Opportunity | Beyond core steel and building-material trading, SG Mart has begun moving into adjacent, higher value-added categories, including structural products linked to renewable-energy installations. This diversification aligns the Company with India's infrastructure and clean-energy investment cycle and offers a path to revenue streams somewhat less exposed to pure commodity-trading margin pressure than core steel trading. | Scaling the renewable-linked product portfolio, building partnerships with solar and infrastructure EPC players, and selectively expanding value-added processing capability. | Positive |

## Section B

### Management and process disclosures

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and core elements. These are briefly as under:

| | |
|---|---|
| P1 | Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable |
| P2 | Businesses should provide goods and services in a manner that is sustainable and safe |
| P3 | Businesses should respect and promote the well-being of all employees, including those in their value chains |
| P4 | Businesses should respect the interests of and be responsive to all its stakeholders |
| P5 | Businesses should respect and promote human rights |
| P6 | Businesses should respect and make efforts to protect and restore the environment |
| P7 | Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| P8 | Businesses should promote inclusive growth and equitable development |
| P9 | Businesses should engage with and provide value to their consumers in a responsible manner |

## Policy and Management processes

| | Points | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 1. (a) | Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | Anti-Corruption and Anti-Bribery Policy | ✓ | | | | | | ✓ | | |
| | Biodiversity Policy | | | | | | ✓ | | | |
| | Business Responsibility Policy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Code of Conduct Policy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Code of Conduct for the Board & Senior Management | ✓ | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Code of Conduct-Insider Trading | | | | ✓ | | | | | |
| | Corporate Social Responsibility (CSR) Policy | | | | ✓ | | | | ✓ | |
| | Dividend Distribution Policy | | | | ✓ | | | | | |
| | Environmental Policy | | ✓ | | | | ✓ | | | |
| | Human Rights Policy | | | ✓ | ✓ | ✓ | | | | |
| | Information Security Policy | ✓ | | | ✓ | | | | | ✓ |
| | Nomination and Remuneration Policy | ✓ | | | | | | | | |
| | Occupational Health and Safety Policy | | | ✓ | | ✓ | | | | |
| | POSH (Prevention of Sexual Harassment) | | | ✓ | | ✓ | | | | |
| | Privacy Policy | ✓ | | | ✓ | | | | | ✓ |
| | Risk Management Policy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Supplier Code of Conduct | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ |
| | Whistle Blower Policy | ✓ | | ✓ | ✓ | | | ✓ | | ✓ |

| S. No. | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Policy and management processes** | | | | | | | | | |
| 1. a. | Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| b. | Has the policy been approved by the board? | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| c. | Web Link of the Policies, if available | https://sgmart.co.in/investor-relations | | | | | | | | |
| 2. | Whether the entity has translated the policy into procedures (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3. | Do the enlisted policies extend to your value chain partner (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 4. | Name of the National and international codes/ certifications/labels/ standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | Policies have been formulated and implemented in accordance with National Guidelines on Responsible Business conduct, requirements of the Companies Act, 2013 and SEBI regulations. | | | | | | | | |
| 5. | Specific commitments, goals and targets set by the entity with defined timelines, if any | At the commencement of each financial year, SG Mart establishes well-defined goals, strategic priorities, and measurable targets, which are presented to the Board of Directors for review and alignment. To ensure effective execution, the Risk Management Team continuously monitors key performance and risk indicators throughout the year.<br>To support this structured approach, the Company has implemented several initiatives, including:<br>a. Developing a resilient and efficient supply chain framework to ensure seamless operations and timely availability of products and materials.<br>b. Obtaining comprehensive insurance coverage to safeguard the organization against unforeseen risks and financial uncertainties.<br>c. Constituting dedicated cross-functional teams responsible for identifying potential risks and proactively implementing mitigation measures.<br>d. Strengthening human capital through the recruitment of skilled professionals and the adoption of employee engagement and retention practices to ensure workforce stability and productivity. | | | | | | | | |

| S. No. | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 6. | Performance of the entity against the specific commitments' goals and targets along with reasons in case the same are not met. | The Internal Risk Committee undertakes periodic assessments of the Company's performance against each principle to ensure alignment with established objectives, identify gaps, and initiate timely corrective measures where required. | | | | | | | | |
| | **Governance, leadership and oversight** | | | | | | | | | |
| 7. | Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure): | The Executive Director's message has been presented at the outset of this report | | | | | | | | |
| 8. | Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policies. | At the highest level, the Internal Risk Committee holds overarching responsibility for implementing, supervising, and periodically reviewing the Company's Business Responsibility Policy, ensuring its alignment with the governance and operational framework | | | | | | | | |
| 9. | Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details:- | Yes, SG Mart maintains a formal governance framework to manage and direct its sustainability, ESG, and responsible business practices. At the highest level, the Board of Directors and its designated bodies—specifically, Risk Management, Audit, Stakeholders' Relationship, and Nomination and Remuneration Committees—provide oversight according to their specific mandates.<br>a) **The Risk Management Committee** monitors critical areas including strategic, financial, operational, ESG, sustainability, cybersecurity, and regulatory risks.<br>b) **The Audit Committee** supervises the company's financial disclosures, internal control mechanisms, audit results, and regulatory adherence.<br>c) **The Stakeholders' Relationship Committee** handles and addresses complaints from shareholders and other investors.<br>d) **The Nomination and Remuneration Committee** manages executive and Board appointments, leadership succession, compensation strategies, and personnel-related governance.<br>This executive oversight is backed by ESG and sustainability teams at the management level, along with department heads and facility teams who execute, track, and report on these initiatives. | | | | | | | | |

## 10. Details of Review of NGRBCs by the Company:

| Subject for review | Indicate whether review was undertaken by Director/ Committee of the Board/Any Other Committee | | | | | | | | | Frequency (Annually/ Half yearly/quarterly/ Any other-please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Yes, the implementation and effectiveness of policies aligned with the NGRBC Principles are periodically reviewed by the Board or the relevant Board-level Committee. This review process is supported by the management team, functional heads, and established internal monitoring and governance mechanisms to ensure effective oversight and compliance. | | | | | | | | | Continuous | | | | | | | | |

| Subject for review | Indicate whether review was undertaken by Director/ Committee of the Board/Any Other Committee | | | | | | | | | Frequency (Annually/ Half yearly/quarterly/ Any other-please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Compliance with Statutory requirements of relevance to the principles and rectification of any non-compliances | Yes, adherence to applicable statutory and regulatory requirements is monitored through established internal compliance processes, periodic functional reviews, and management oversight. Significant compliance matters are reported to the Board or the relevant Board-level Committee, wherever applicable, to ensure appropriate governance and regulatory compliance. | | | | | | | | | Quarterly | | | | | | | | |

**11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/no). If yes, provide name of the agency.**

Not applicable

**12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the principles material to its business (Yes/No) | Not Applicable. | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| It is planned to be done in the next financial year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

## Section C

### PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section outlines the Company's approach to embedding the Nine Principles of the National Guidelines on Responsible Business Conduct (NGRBC) into its governance and decision-making processes. In accordance with the BRSR framework, the disclosures are presented under Essential Indicators and Leadership Indicators. The Essential Indicators reflect the Company's mandatory compliance with applicable requirements, while the Leadership Indicators are provided on a voluntary basis. Through these additional disclosures, SG Mart demonstrates its commitment to advancing responsible business practices and creating long-term social, environmental, and ethical value beyond regulatory expectations.

**PRINCIPLE 1** **Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

SG Mart is committed to maintaining the highest standards of ethics, integrity, and transparency across its operations through a robust governance framework approved by the Board of Directors. The Company has implemented key policies, including the Code of Conduct, Vigil Mechanism/Whistle Blower Policy, and Prevention of Sexual Harassment (POSH) Policy, to promote ethical business practices, accountability, and a respectful workplace while providing secure and confidential channels for reporting concerns. These policies are regularly communicated to employees and workers through induction programmes, training sessions, awareness initiatives, and internal communications to ensure effective implementation and compliance. The Company has also established a structured grievance redressal mechanism to address concerns promptly, fairly, and transparently under the oversight of the Management and relevant committees, including the Risk Management Committee. Further, the Board of Directors and its Committees periodically review the Company's policies and governance practices to ensure continued alignment with applicable laws, regulatory requirements, industry best practices, and stakeholder expectations. Through these measures, SG Mart reinforces its commitment to ethical business conduct, sound corporate governance, responsible decision-making, and sustainable long-term value creation for all stakeholders.

## Essential Indicators

**1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | % age of the persons in the respective category covered by the awareness programmes |
|---|---|---|---|
| Board of Directors | 4 | A Familiarization Programme is conducted periodically, including during Board Meetings, to keep Directors informed on key regulatory, governance, and business developments. Board and Audit Committee meetings also cover critical integrity, financial oversight, and sustainability matters, supporting informed decision-making and effective governance. | 100% |
| Key Managerial Personnel | 4 | 1) Code of Ethical Conduct<br>2) Whistleblower Policy/ Vigil Mechanism<br>3) Prevention of Sexual Harassment (POSH) at the Workplace<br>4) Occupational Health and Safety | 100% |
| Employees other than Board of Directors and KMPs | 17 | 1) Code of Ethical Conduct<br>2) Whistleblower Policy/ Vigil Mechanism<br>3) Prevention of Sexual Harassment (POSH) at the Workplace<br>4) Occupational Health and Safety<br>5) Insider Trading and other role-relevant responsible business practices. | 100% |
| Workers | 15 | 1) Prevention of Sexual Harassment at the Workplace<br>2) Occupational Health and Safety<br>3) Whistleblower / Vigil Mechanism other role-relevant operational practices | 100% |

**Note:** All the principles covered in this Report are embedded within the Company's Code of Conduct, which is binding and must be adhered to by all employees across the organization.

**2. Details of fines/penalties/ punishment/ award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions in the financial year:**

| | Monetary | | | | |
|---|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ Judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/ No) |
| Penalty/Fine | - | - | - | - | - |
| Settlement | - | - | - | - | - |
| Compounding fee | - | - | - | - | - |

| | Non-Monetary | | | | |
|---|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ Judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/ No) |
| Imprisonment | - | - | - | - | - |
| Punishment | - | - | - | - | - |

**3. Of the instancing disclosed in question 2 above, details of Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed**

| Case details | Name of the regulatory/enforcement agencies/judicial institutions |
|---|---|
| Not Applicable | |

**4. Does the entity have an anti-corruption or anti-bribery policy if yes, provide details in brief and if available please provide a web link to the policy**

Yes. SG Mart has incorporated its Anti-Bribery and Anti-Corruption commitments within its Code of Conduct, reflecting the Company's zero-tolerance approach towards bribery, corruption, facilitation payments, and all forms of unethical or improper inducements. The Code requires directors, employees, and third parties acting on the Company's behalf to conduct business with integrity, transparency, fairness, and in compliance with applicable laws and regulations. It strictly prohibits the offering, giving, soliciting, or accepting of bribes, kickbacks, facilitation payments, inappropriate gifts, hospitality, or any other benefit intended to improperly influence business decisions or secure an undue advantage. The Company has also established appropriate internal controls and monitoring mechanisms to prevent, identify, and address bribery and corruption risks. Any suspected violation can be reported through the Company's whistleblower or other designated reporting channels, and confirmed breaches are subject to disciplinary action, including termination of employment or engagement, as well as legal action wherever applicable.

The Code of Conduct Policy is publicly available on the Company’s website and can be accessed at: https://sgmart.co.in/investor-relations/

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

| S. No. | Segment | FY 2025-26 | FY 2024-25 |
|---|---|---|---|
| 1 | Directors | 0 | 0 |
| 2 | Key Managerial Personnel | 0 | 0 |
| 3 | Employee | 0 | 0 |
| 4 | Workers | 0 | 0 |

**6. Details of complaints with regard to conflict of interest**

| S. No. | Segment | FY 2025-26 | | FY 2024-25 | |
|---|---|---|---|---|---|
| | | Number | Remarks | Number | Remarks |
| 1 | Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0 | NA | 0 | NA |
| 2 | Number of complaints received in relation to issues of Conflict of Interest of the KMPs | 0 | NA | 0 | NA |

**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions on cases of corruption and conflicts of interest**

Not Applicable

**8. Number of days of accounts payables (Accounts payable *365) / Cost of goods/services procured) in the following format:**

| | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Number of days of accounts payables | 25 | 22 |

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2025-26 | FY 2024-25 |
|---|---|---|---|
| Concentration of Purchases | a) Purchases from trading houses as % of total purchases | 18.3% | 4.9% |
| | b) Number of trading houses where purchases are made from | 66 | 42 |
| | c) Purchases from top 10 trading houses as % of total purchases from trading houses | 80% | 93% |
| Concentration of Sales | a) Sales to dealers / distributors as % of total sales | 40.5% | 20% |
| | b) Number of dealers / distributors to whom sales are made | 112 | 107 |
| | c) Sales to top 10 dealers / distributors as % of total sales to dealers / distributors | 59.7% | 72% |
| Share of RPTs in | a) Purchases (Purchases with related parties / Total Purchases) | 0 | 0 |
| | b) Sales (Sales to related parties / Total Sales) | 4.01% | 2.34% |
| | c) Loans & advances (Loans & advances given to related parties / Total loans & advances) | 0% | 100% |
| | d) Investments (Investments in related parties / Total Investments made) | 100% | 100% |

**Note:-** Trading houses have been identified in line with the Industry Standards Forum guidance on BRSR Core reporting. Purchases made directly from original manufacturers / producers have been excluded, and previous year figures have been restated on a comparable basis.

## Leadership Indicators

**1. Awareness programmes conducted for value chain partners on any principles during the financial year:**

| Total number of awareness programs held | Topics / Principles covered under the training | %age of value chain partners covered (by value of business done with such partners under the awareness programmes |
|---|---|---|
| | Nil | |

**2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

Yes. The Company has established a comprehensive governance framework to identify, prevent, and manage conflicts of interest involving members of the Board. Its Code of Conduct for Directors and Senior Management requires Board members and senior executives to act in the best interests of the Company and avoid any situation in which personal interests, whether direct or indirect, may conflict with or appear to conflict with the Company's interests. The Code mandates timely disclosure of any actual, potential, or perceived conflict of interest, and Directors are required to periodically disclose their directorships, committee memberships, shareholdings, and other relevant interests in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations. Where a conflict arises, the concerned Director is expected to disclose the matter and refrain from participating in the related discussions or decision-making, as applicable. Related-party transactions and other matters involving potential conflicts are reviewed under the Company's governance processes, including oversight by the Audit Committee and/or the Board, wherever required. In addition, the Company obtains an annual confirmation of compliance with the Code of Conduct from all Directors and Senior Management Personnel.

For additional information, please refer to the Company's Code of Conduct for Board and Senior Management:
https://sgmart.co.in/investor-relations/

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

SG Mart operates as a business-to-business (B2B) platform for building materials and is committed to offering a carefully curated portfolio of products that comply with applicable safety, quality, sustainability, and regulatory requirements. While the Company does not engage in direct manufacturing, it places strong emphasis on responsible sourcing by collaborating with suppliers that follow sound environmental, occupational health and safety, and social responsibility practices. The Company continuously strengthens its supplier management and logistics processes through periodic reviews to improve operational efficiency, mitigate supply chain risks, and encourage sustainable procurement practices. By integrating responsible sourcing with effective supply chain management, SG Mart aims to maintain product quality, uphold ethical business practices, and foster a resilient and sustainable value chain.

## Essential Indicators

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

| | FY 2025-26 | FY 2024-25 | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R & D | The Company continues to undertake process and product improvement initiatives, including, process optimisation and technology enhancement, as part of its regular operations. Such expenditure is generally charged to operating costs and is not separately classified or tracked as R&D expenditure. | | |
| Capex | 0.04% | 0.2% | The Company made capital investments in rainwater harvesting systems, alcohol breath analysers, fire safety equipment, and water purification systems to strengthen workplace safety, environmental stewardship, and operational sustainability. |

**2.** **a. Does the Company have procedures in place for sustainable sourcing?**

Yes. SG Mart has established procedures to promote sustainable sourcing across its procurement and supply chain activities. The Company's procurement framework is designed to facilitate responsible supplier selection, effective vendor engagement, quality assurance, regulatory compliance, timely procurement, and alignment with its sustainability objectives.

As part of the supplier onboarding process and continued engagement, vendors are informed of the Company's sustainability expectations, including compliance with the Supplier Code of Conduct, responsible sourcing practices, business ethics, human rights, environmental standards, occupational health and safety requirements, and applicable statutory obligations. The Company also maintains regular interaction with key suppliers through meetings, site visits, supplier engagement programmes, and manufacturing facility visits to strengthen collaboration and drive continuous improvement.

SG Mart gives preference to sourcing from organized, compliant, and dependable suppliers, including leading domestic steel manufacturers, MSMEs, and local suppliers, wherever practical. This approach supports efficient operations, improves material availability, optimizes logistics, and contributes to local economic development.

The Company is also continuously enhancing its supplier sustainability assessment framework. During FY 2025–26, key and Tier-1 suppliers representing a significant share of the Company's procurement spend were covered through supplier engagement initiatives and sustainability-related assessment parameters.

**b. If yes, what percentage of inputs were sourced sustainably?**

Approximately 70% of SG Mart's suppliers by the value comply with internationally recognized standards such as SA8000 (Social Accountability) and ISO 45001 (Occupational Health and Safety Management Systems), reflecting the Company's commitment to responsible sourcing and supplier sustainability practices.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

SG Mart trades structural steel products and related value-added products that are characterized by their durability, extended service life, and high recyclability. Considering the inherent recyclability of steel and the presence of a well-established steel scrap and recycling ecosystem, the Company does not maintain a formal product take-back or reclamation programme for products supplied to customers. At the end of their useful life, these products are recycled through the existing steel recycling value chain, supporting resource efficiency and the principles of a circular economy.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the Company's activities. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same**

Not Applicable

## Leadership Indicators

**1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the format**

| NIC Code | Name of Product/ Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective / Assessment was conducted | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/ No) If yes, provide the web-link. |
|---|---|---|---|---|---|
| Nil | | | | | |

**2. If there are any significant social or environmental concerns and /or risks arising from production or disposal of your products/ services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same.**

| Name of Product / service | Description of the risk / concern | Action taken |
|---|---|---|
| Not Applicable | | |

**3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry)**

| | Recycled or reused input material to total material | |
|---|---|---|
| | **FY 2025-26** | **FY 2024-25** |
| Indicate input material | 5% | 10% |

**4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed**

| | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | **Re-Used** | **Recycled** | **Safely Disposed** | **Re-Used** | **Recycled** | **Safely Disposed** |
| Plastics (including packaging) | NA | NA | NA | NA | NA | NA |
| E-waste | NA | NA | NA | NA | NA | NA |
| Hazardous waste | NA | NA | NA | NA | NA | NA |
| Other Waste | NA | NA | NA | NA | NA | NA |

**5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category**

| **Indicate product category** | **Reclaimed products and their packaging materials as % of total products sold in respective category** |
|---|---|
| SG Mart supplies steel and other building materials that are durable and recyclable through the established recycling ecosystem. By sourcing products from responsible manufacturers and suppliers, the Company supports efficient resource utilisation and promotes circular economy principles. At the end of their useful life, these products can be recovered and recycled through the existing value chain, contributing to sustainable material management. | Not Applicable |

**PRINCIPLE 3** **Businesses should respect and promote the well-being of all employees including those in their value chains.**

SG Mart is committed to providing a safe, healthy, and inclusive workplace that promotes the well-being of its employees and contractual workers. The Company strives to foster a work environment founded on dignity, respect, equal opportunity, and fair treatment for all. To strengthen awareness and ensure compliance, regular training and sensitization programmes are conducted on employee rights, occupational health and safety, workplace ethics, and non-discrimination. The Company has also implemented key policies, including the Prevention of Sexual Harassment (POSH) Policy, which are effectively communicated and enforced across the organization to maintain a respectful and secure workplace. During FY 2025–26, no complaints were reported under the POSH framework, demonstrating the effectiveness of the Company's preventive measures and awareness initiatives.

## Essential Indicators

**1. a. Details of measures for the well-being of employees:**

| Category | Total (A) | Health Insurance Number (B) | Health Insurance % (B/A) | Accident Insurance Number (C) | Accident Insurance % (C/A) | Maternity Benefits Number (D) | Maternity Benefits % (D/A) | Paternity Benefits Number (E) | Paternity Benefits % (E/A) | Day Care facilities Number (F) | Day Care facilities % (F/A) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Permanent Employees** | | | | | | | | | | | |
| Male | 129 | 129 | 100% | 129 | 100% | - | - | 129 | 100% | NA | NA |
| Female | 5 | 5 | 100% | 5 | 100% | 5 | 100% | - | - | NA | NA |
| **Total** | **134** | **134** | **100%** | **134** | **100%** | **5** | **3.73%** | **129** | **96.3%** | **NA** | **NA** |
| **Other than Permanent Employees** | | | | | | | | | | | |
| Male | 0 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Female | 0 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| **Total** | **0** | **NA** | **NA** | NA | **NA** | **NA** | **NA** | **NA** | **NA** | **NA** | **NA** |

**b. Details of measures for the well-being of workers:**

| Category | Total (A) | Health Insurance Number (B) | Health Insurance % (B/A) | Accident Insurance Number (C) | Accident Insurance % (C/A) | Maternity Benefits Number (D) | Maternity Benefits % (D/A) | Paternity Benefits Number (E) | Paternity Benefits % (E/A) | Day Care facilities Number (F) | Day Care facilities % (F/A) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Permanent Workers** | | | | | | | | | | | |
| Male | 43 | 43 | 100% | 43 | 100% | - | - | 43 | 100% | NA | NA |
| Female | 0 | 0 | 0% | 0 | 0% | NA | NA | - | - | NA | NA |
| **Total** | **43** | **43** | **100%** | **43** | **100%** | NA | **NA** | **43** | **100%** | **NA** | **NA** |
| **Other than permanent workers** | | | | | | | | | | | |
| Male | 197 | 197 | 100% | 197 | 100% | - | - | 0 | 0% | NA | NA |
| Female | 3 | 3 | 100% | 3 | 100% | 3 | 100% | - | - | NA | NA |
| **Total** | **200** | **200** | **100%** | **200** | **100%** | **3** | **1.5%** | **0** | **0%** | **NA** | **NA** |

**Note:** Other than permanent workers are covered under ESI through their respective vendors

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**

| | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.01% | 2.69% |

**2. Details of retirement benefits for Current FY and Previous financial year**

| Benefits | FY 2025-26 No. of employees covered as a % of total employees | FY 2025-26 No. of workers covered as a % of total workers | FY 2025-26 Deducted and deposited with the authority (Y/N/N.A.) | FY 2024-25 No. of employees covered as a % of total employees | FY 2024-25 No. of workers covered as a % of total workers | FY 2024-25 Deducted and deposited with the authority (Y/N/N.A.) |
|---|---|---|---|---|---|---|
| PF | 100% | 100% | Yes | 100% | 100% | Yes |
| Gratuity | 100% as per the gratuity | 100% as per the gratuity | NA* | 100% as per the gratuity | 100% as per the gratuity | NA* |
| ESI | 100% as per ESI limit | 100% as per ESI limit | Yes | 100% as per ESI limit | 100% as per ESI limit | Yes |

**3. Accessibility of workplaces- Are the premises/offices of the entity accessible to differently-abled employees and workers as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

S.G Mart is committed to fostering an inclusive, safe, and accessible work environment for all employees, including persons with disabilities. The Company strives to make its offices and operational locations accessible in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016, wherever applicable and practicable.

The Company has implemented various accessibility measures across its premises, including ramps or step-free access, accessible entrances, designated parking spaces where feasible, and accessible washroom facilities at applicable locations. S.G Mart periodically reviews its infrastructure and, wherever improvements are required, undertakes appropriate measures to enhance accessibility for differently abled employees and visitors.

S.G Mart is also committed to promoting equal opportunity and maintaining a workplace free from discrimination in all employment-related policies and practices.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes. SG Mart's Business Responsibility Policy and Human Resources policies are founded on the principles of equal opportunity, diversity, inclusion, and non-discrimination, including the fair treatment of persons with disabilities in accordance with the Rights of Persons with Disabilities Act, 2016. The Company is committed to providing equal employment opportunities to all employees, workers, and prospective candidates throughout the recruitment process and the entire employment lifecycle, irrespective of caste, creed, gender, race, religion, disability, sexual orientation, or any other characteristic protected under applicable law. Wherever practical and appropriate, the Company endeavours to provide reasonable accommodation to enable differently abled employees to perform their responsibilities effectively. SG Mart has also established grievance redressal, POSH, and whistleblower mechanisms that enable employees and workers to report concerns relating to discrimination, harassment, or unfair treatment in a safe and confidential manner. The Company continues to enhance workplace inclusivity through regular awareness initiatives, strengthened accessibility measures, and the promotion of equitable employment practices across its operations.

https://sgmart.co.in/investor-relations/

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

| Gender | Permanent Employees | | Permanent Workers | |
|---|---|---|---|---|
| | Return to work Rate (%) | Retention Rate (%) | Return to work Rate (%) | Retention Rate (%) |
| Male | NA | NA | NA | NA |
| Female | NA | NA | NA | NA |
| **Total** | **NA** | **NA** | **NA** | **NA** |

* **None** of the employees have taken any parental leave and maternal leaves.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker (Permanent Workers/Employees)? If yes, give details of the mechanism in brief.**

| | |
|---|---|
| Permanent Workers | SG Mart has established mechanisms for receiving and resolving grievances of workers through plant-level HR teams, reporting managers or supervisors, functional heads, and local management. Workers may report concerns related to workplace conditions, employment matters, occupational health and safety, workplace behaviour, or other operational issues. Such grievances are examined by the concerned HR or functional teams and addressed through appropriate investigation, corrective actions, escalation, and resolution processes. The Company also maintains a Vigil Mechanism / Whistleblower Policy that provides a confidential channel for reporting unethical practices, suspected fraud, policy breaches, or other protected disclosures, while ensuring protection against retaliation. Complaints relating to the Prevention of Sexual Harassment (POSH) are addressed by the Internal Complaints Committee in accordance with the applicable POSH framework. |

| | |
|---|---|
| Other than Permanent Workers | Other than permanent workers may communicate workplace-related concerns through their contractors or supervisors, plant-level HR, EHS teams, or local management, as applicable. The Company coordinates with contractors and the relevant functional teams to review and address such grievances. Issues relating to workplace safety, working conditions, employee conduct, or regulatory compliance are escalated to the concerned functions for appropriate corrective and preventive actions. The Company's Vigil Mechanism / Whistleblower Policy and POSH grievance redressal framework are also accessible for eligible matters, in accordance with applicable policies and statutory requirements. |
| Permanent Employees | Permanent employees may submit grievances through their reporting managers, HR teams, functional heads, employee communication channels, or management review forums. Such grievances may pertain to employment conditions, workplace behaviour, performance management, employee benefits, occupational health and safety, harassment, discrimination, or other work-related matters. The Company's Vigil Mechanism / Whistleblower Policy offers a confidential platform for reporting protected disclosures, while complaints related to the Prevention of Sexual Harassment (POSH) are addressed by the Internal Complaints Committee in accordance with the applicable legal and regulatory framework |
| Other than Permanent Employees | Other than permanent employees may raise workplace-related grievances through HR teams, functional reporting channels, or the appropriate escalation mechanisms. Such concerns are reviewed by the concerned HR and functional teams and are resolved based on the nature and circumstances of the issue. The Company's Vigil Mechanism / Whistleblower Policy and POSH grievance redressal framework are also available for eligible concerns, as applicable. |

**7. Membership of employees and worker in association(s) or unions recognized by the listed entity:**

| Category | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B / A) | Total employees / Workers in respective category (C) | No. of employees / workers in respective category, who are part of association(s) or Union (D) | % (D / C) |
| **Total Permanent Employees** | | | | | | |
| Male | 129 | 0 | 0% | 152 | 0 | 0% |
| Female | 5 | 0 | 0% | 4 | 0 | 0% |
| **Total Permanent Workers** | | | | | | |
| Male | 43 | 0 | 0% | 0 | 0 | 0% |
| Female | 0 | 0 | 0% | 0 | 0 | 0% |

**Note:** There are no employee association(s) or unions recognised by the Company as on the reporting date. SG Mart respects the principles of freedom of association and collective bargaining and does not restrict employees or workers from exercising their rights in accordance with applicable laws. The Company maintains open communication channels, plant-level HR engagement, worker participation forums, safety committees and grievance redressal mechanisms to enable employees and workers to raise concerns and participate in workplace discussions.

**8. Details of training given to employees and workers**

| Category | FY 2025-26 | | | | | FY 2024-25 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No (B) | % (B/A) | No (C) | % (C/A) | | No (E) | % (E/D) | No (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| Male | 129 | 30 | 23.3% | 43 | 33.3% | 152 | 10 | 7% | 20 | 12% |
| Female | 5 | 0 | 0% | 4 | 80% | 4 | 0 | 0% | 0 | 0% |
| **Total** | **134** | **30** | **22.4%** | **47** | **35.1%** | **156** | **10** | **6%** | **20** | **13%** |

| Category | FY 2025-26 | | | | | FY 2024-25 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No (B) | % (B/A) | No (C) | % (C/A) | | No (E) | % (E/D) | No (F) | % (F/D) |
| **Workers** | | | | | | | | | | |
| Male | 43 | 43 | 100% | 19 | 44.2% | 0 | 0 | 0% | 0 | 0% |
| Female | 0 | 0 | 0% | 0 | 0% | 0 | 0 | 0% | 0 | 0% |
| **Total** | **43** | **43** | **100%** | **19** | **44.2%** | **0** | **0** | **0%** | **0** | **0%** |

**9. Details of performance and career development reviews of employees and workers.**

| Category | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No (B) | % (B/A) | Total (C) | No (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 129 | 129 | 100% | 152 | 152 | 100% |
| Female | 5 | 5 | 100% | 4 | 4 | 100% |
| **Total** | **134** | **134** | **100%** | **156** | **156** | **100%** |
| **Workers** | | | | | | |
| Male | 43 | 43 | 100% | 0 | 0 | 0% |
| Female | 0 | 0 | 0% | 0 | 0 | 0% |
| Total | **43** | **43** | **100%** | **0** | **0** | **0%** |

**Note:** As per the Company's policy, 100% of the permanent employees and workers are covered in the performance and career development review. Employees and workers joining after financial year's review cycle are considered in the subsequent cycle.

**10. Health and safety management system**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system.**

Yes. The Company is committed to maintaining a safe, healthy, and secure working environment across its operations with a focus on preventing occupational incidents and reducing work-related health risks. It places high importance on the health, safety, and well-being of its employees, contractual workers, suppliers, customers, and other stakeholders associated with its business. To support this commitment, SG Mart continuously strengthens its health and safety framework through investments in safety infrastructure, provision of appropriate resources, regular training and awareness programmes, and the implementation of safe work practices. The Company also emphasizes preventive risk management by identifying potential hazards, monitoring workplace conditions, and ensuring compliance with applicable health and safety regulations. By embedding safety considerations into its operational processes and value chain, SG Mart aims to foster a responsible workplace culture and provide a safe and compliant environment for all stakeholders.

**b. What are the processes used to identify work related hazards and assess risks on a routine and non-routine basis by the Company?**

The Company promotes a proactive safety culture by encouraging employees and workers to promptly report hazards, unsafe conditions, and near-miss incidents without fear of retaliation. Established reporting channels, supported by regular awareness programmes and systematic investigation processes, enable the timely identification, evaluation, and resolution of safety concerns while ensuring the protection of employee health, well-being, and job security.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/ No)**

Yes, all incidents, irrespective of their nature or severity, are systematically documented by SG Mart. The Company has established structured procedures for incident reporting, investigation, and resolution, which are consistently followed to ensure regulatory compliance, drive continuous improvement, and strengthen workplace safety.

**d. Do the employees/worker of the Company have access to non-occupational medical and healthcare services?**

Yes, the employees and workers of SG Mart are provided access to non-occupational medical and healthcare services. They are covered under a comprehensive Group Health Insurance Policy, which offers financial protection and facilitates access to quality healthcare services beyond occupational health coverage.

**11. Details of safety related incidents, in the following format :**

| Safety Incident/Number | | FY 2025-26 | FY 2024-25 |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million -person hours worked) | Employees | Nil | Nil |
| | Workers | | |
| Total recordable work-related injuries | Employees | Nil | Nil |
| | Workers | | |
| No. of fatalities | Employees | Nil | Nil |
| | Workers | | |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | Nil | Nil |
| | Workers | | |

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace**

Yes, the SG Mart is committed to safeguarding the health, safety, and well-being of all its employees by ensuring a secure and conducive working environment. The Management undertakes regular reviews and continuous monitoring of the Company's policies, procedures, and operational practices to ensure compliance with applicable laws, regulatory requirements, and industry standards.

**13. Number of Complaints on the following made by employees and workers**

| | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil | Nil | Nil | Nil | Nil | Nil |
| Health & Safety | Nil | Nil | Nil | Nil | Nil | Nil |

**14. Assessments for the year**

| | % Of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100%, all the assessment has been done internally by the entity in the course of business activities. |
| Working Conditions | |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

SG Mart Limited reports that no safety-related incidents or significant health and safety risks requiring corrective action were identified during the reporting period, indicating the effectiveness of its preventive measures and safety framework. The Company remains committed to maintaining high standards of workplace health and safety through the implementation of robust protocols, continuous monitoring, and proactive risk identification, ensuring a safe, compliant, and secure working environment for all employees and stakeholders.

## Leadership Indicators

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

Employees: Yes

Workers: Yes

**Note:** SG Mart provides life insurance / compensatory support in the event of death of employees and workers, as applicable. Employees are covered through the Company's employee term insurance policy. Workers are covered through statutory schemes such as ESIC, wherever applicable, and other applicable statutory compensation mechanisms. In case of any unfortunate death, compensation and support are provided in accordance with the applicable insurance policy terms, statutory requirements and Company policy.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners**

The Company incorporates appropriate contractual provisions in its agreements and work orders with relevant value chain partners, requiring compliance with all applicable statutory and regulatory obligations, including the timely deduction and remittance of dues such as Provident Fund (PF), Employees' State Insurance Corporation (ESIC), Tax Deducted at Source (TDS), professional tax, and other applicable statutory payments. Vendors and contractors are required to furnish relevant compliance records, challans, returns, and declarations, wherever applicable. Adherence to these requirements is monitored through periodic reviews by the procurement, finance, human resources, user departments, and other relevant functional teams. For contractors and service providers deploying manpower at Company locations, statutory compliance is verified on a regular basis. In addition, the Company's internal audit framework, including reviews conducted by independent internal auditors, periodically assesses the effectiveness of statutory compliance controls and related processes.

**3. Provide the number of employees / workers having suffered high consequence work- related injury / ill health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment**

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY 2025-26 | FY 2024-25 | FY 2025-26 | FY 2024-25 |
| Employees | Nil | Nil | Nil | Nil |
| Workers | Nil | Nil | Nil | Nil |

**4. Does the Company provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

No

**5. Details on assessment of value chain partners on health and safety practices and working conditions:**

| | % age of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | Around 70% of the Company's total procurement spend was evaluated through sustainability-focused due diligence of key and Tier-1 suppliers. The assessment covered aspects such as compliance with applicable regulations, occupational health and safety performance, recognised certifications, supplier self-declarations, publicly available sustainability information, and adherence to responsible sourcing expectations. The Company's supply chain is largely comprised of established steel and raw material suppliers operating in the organised sector, many of whom have implemented certified occupational health and safety frameworks, including ISO 45001 or comparable management systems. |
| Working Condition | The Company carried out responsible sourcing assessments covering approximately 70% of its total procurement spend, with a primary focus on key and Tier-1 suppliers. The review considered various working condition and social responsibility aspects, including compliance with labour laws, protection of human rights, prevention of child and forced labour, ethical business conduct, workplace welfare practices, supplier declarations, publicly available information, and conformance with the Company's Supplier Code of Conduct. |

**6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

During the reporting period, SG Mart did not identify any material or systemic risks within its value chain that required immediate corrective action. Nevertheless, the Company continues to enhance its supplier engagement and responsible sourcing practices to proactively address potential risks related to health and safety, labour practices, and working conditions. The Company promotes compliance through supplier onboarding due diligence, adherence to its Supplier Code of Conduct, contractual obligations, periodic supplier interactions, supplier site visits, and reviews of relevant certifications and public disclosures, with additional focus on critical and high-risk suppliers. Suppliers are expected to comply with applicable legal and regulatory requirements relating to occupational health and safety, statutory compliance, human rights, ethical business conduct, and the prohibition of child and forced labour. Where any non-conformities or gaps are identified, suppliers are encouraged to implement appropriate corrective actions within agreed timelines, and their progress is monitored through follow-up reviews by the procurement and relevant functional teams.

## PRINCIPLE 4 Businesses should respect the interests of and be responsive of all its stakeholders

SG Mart recognizes the importance of meaningful stakeholder engagement and has established structured communication channels to maintain regular interaction with customers, suppliers, employees, investors, and other stakeholders. The Company promotes transparent and open communication to encourage the timely exchange of information, feedback, and concerns across its value chain. To ensure responsiveness and accountability, SG Mart has implemented formal grievance redressal mechanisms, including the Whistle Blower Policy and the Prevention of Sexual Harassment (POSH) framework, enabling stakeholders to report concerns through secure and confidential channels. Feedback received through these mechanisms and other engagement platforms is reviewed by the Management and, where appropriate, the Board of Directors, and is considered during decision-making to ensure that business practices remain responsive to stakeholder expectations. Through continuous engagement, effective grievance management, and transparent governance, SG Mart strives to build long-term stakeholder trust and reinforce its commitment to responsible and sustainable business practices.

### Essential Indicators

**1. Describe the process for identifying key stakeholder groups:**

SG Mart identifies its key stakeholders based on the extent to which they influence, or are influenced by, the Company's operations, business activities, value chain, and sustainability objectives. The identification process considers various stakeholder groups, including employees, workers, customers, dealers, suppliers, investors, regulators, business partners, and communities associated with the Company's operations. Stakeholder identification and prioritization are supported by periodic materiality assessments and continuous engagement through surveys, meetings, consultations, site visits, and other communication channels. Feedback received from both internal and external stakeholders is used to understand their expectations, validate material sustainability topics, strengthen risk management practices, and guide business decisions. The Company also identifies vulnerable and marginalized groups through community needs assessments, field interactions, public consultations, and engagement with local representatives to ensure that their perspectives are appropriately considered in its sustainability initiatives and responsible business practices.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

| Stakeholder group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Shareholders & Investors | No | We engage with our shareholders and investors through a range of formal communication channels, including stock exchange disclosures, media releases, the annual report, our official website, BSE Limited platform, and general meetings. These channels enable timely, transparent, and consistent dissemination of information to all stakeholders. | We maintain regular communication on a quarterly and annual basis, as well as on an as-required basis, ensuring that updates are shared in line with regulatory requirements and business needs. | Our key areas of engagement include:<br>1. Ensuring transparent and effective communication of business performance to keep stakeholders well-informed.<br>2. Promptly addressing investor queries and concerns in a responsive and satisfactory manner.<br>3. Strengthening corporate governance practices to build trust, accountability, and long-term confidence.<br>4. Providing relevant insights into the Company's strategy and business environment to support informed decision-making |

| Stakeholder group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Employees | No | SG Mart promotes a positive, inclusive, and engaging workplace culture through a range of employee-focused initiatives designed to enhance well-being, collaboration, and overall job satisfaction. These initiatives aim to create an environment where employees feel valued, heard, and motivated to contribute effectively.<br>Key initiatives include:<br>1. Conducting regular employee engagement activities to boost morale, strengthen team cohesion, and encourage collaboration across functions.<br>2. Facilitating continuous interaction between employees and management to promote open communication, transparency, and constructive feedback.<br>3. Implementing structured performance appraisal systems to recognize employee contributions, support career development, and drive professional growth.<br>4. Establishing robust grievance redressal mechanisms to ensure that employee concerns are addressed in a timely, fair, and transparent manner | These employee engagement initiatives and interactions are carried out on a regular basis, including weekly and monthly intervals, to ensure consistent communication, timely resolution of concerns, and sustained employee motivation. | SG Mart focuses on several key areas to enhance employee engagement and overall well-being, ensuring a supportive and growth-oriented work environment.<br>These focus areas include:<br>1. Promoting personal and professional development through continuous learning opportunities and skill enhancement initiatives.<br>2. Prioritizing health and safety to maintain a secure, safe, and supportive workplace for all employees.<br>3. Strengthening grievance redressal systems through structured mechanisms that ensure timely, fair, and transparent resolution of employee concerns.<br>4. Offering competitive remuneration and benefits to attract, retain, and motivate talent, while fostering long-term employee satisfaction and commitment. |
| Suppliers/ Partners | No | Regular meetings with key suppliers by senior management, supplier visits, suppliers' meet, supplier tour of manufacturing facilities | Quarterly/Half yearly | 1. Interactive engagement<br>2. Inclusion of local and MSME vendors |
| Customers/ Dealer | No | Regional meets, visits to dealers, need-based visits, Customer meets, Customer visits by the marketing team and senior management | Regularly | 1. Grievance redressal<br>2. Product quality<br>3. Post-sales support |
| Government and Regulatory Authorities | No | Statutory filings, regulatory submissions, meetings / interactions with authorities, inspections, audits, public hearings, consent / approval processes, compliance reports, stock exchange filings and responses to regulatory queries | As per statutory / regulatory requirements; periodic and need-based | Compliance with applicable laws and regulations; statutory approvals and renewals; environmental, labour, tax, corporate and securities-law compliance; policy and regulatory updates; inspections and audits; submission of returns and reports; addressing regulatory queries; implementation of corrective actions, wherever required; and maintaining transparent and responsible engagement with authorities |

## Leadership Indicators

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated how is feedback from such consultations provided to the Board**

SG Mart has established a structured approach for engaging with stakeholders on economic, environmental, and social matters that are material to its business and sustainability objectives. Stakeholder engagement is carried out through regular interactions with employees, workers, customers, dealers, suppliers, investors, regulators, business partners, communities, and other relevant stakeholder groups using a range of formal communication and consultation channels. These interactions are coordinated by the respective functional teams, including human resources, procurement, sales and marketing, investor relations, legal, compliance, sustainability, CSR, and environment, health and safety, to understand stakeholder expectations, address concerns, and strengthen relationships. Feedback and insights gathered through these engagements are consolidated and reviewed by the Management, while significant matters relating to ESG, business risks, customer satisfaction, supply chain, employee welfare, community development, regulatory changes, and sustainability priorities are escalated to the Board of Directors and relevant Board-level Committees, wherever applicable. The outcomes of these consultations support the Company's materiality assessment, policy development, risk management, CSR initiatives, sustainability strategy, and disclosure practices, enabling informed decision-making and the creation of long-term value for all stakeholders.

**2. Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes/No) If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

No

**3. Provide details of instances of engagement with and actions taken to address the concerns of vulnerable / marginalized stakeholder groups.**

The Company is committed to maintaining transparency, accountability, and fairness in all its interactions with stakeholders. To support this commitment, it has established a structured grievance redressal mechanism that enables stakeholders to raise concerns and complaints through appropriate channels. All grievances are addressed in a timely, impartial, and confidential manner, with robust processes in place to protect the identity and interests of individuals reporting concerns.

## PRINCIPLE 5 Businesses should respect and promote Human Rights

SG Mart is committed to upholding and promoting human rights across its operations and throughout its value chain. While formal third-party human rights due diligence processes are in the process of further development, the Company integrates human rights considerations into its business practices through contractual obligations and internal policies.

All relevant agreements with business partners include clauses related to adherence to human rights standards, reflecting the Company's expectation of ethical conduct across its supply chain. SG Mart maintains a strict zero-tolerance approach toward practices such as child labour, forced labour, and any form of discrimination, ensuring compliance with applicable laws and internationally accepted principles.

The Company has established robust internal grievance redressal mechanisms that enable employees and stakeholders to report concerns related to human rights or workplace practices in a safe and confidential manner. During the reporting period, no material human rights violations were reported, indicating the effectiveness of the Company's preventive and monitoring measures.

In addition, SG Mart ensures that its premises and workplace infrastructure are designed to be accessible and inclusive, supporting equal participation and opportunity for all individuals, including differently-abled persons.

Through these measures, the Company continues to strengthen its commitment to human rights, ethical conduct, and inclusive growth across its operations and value chain

## Essential Indicators

**1. Employees and workers who have been provide training on human rights issues and policy (ies) of the entity**

| Category | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees /workers covered (B) | % (B/A) | Total (C) | No. of employees /workers covered (D) | % (D/C) |
| **Employees** | | | | | | |
| Permanent | 134 | 134 | 100% | 156 | 156 | 100% |
| Other than permanent | - | - | - | - | - | - |
| **Total employees** | **134** | **134** | **100%** | **156** | **156** | **100%** |
| **Workers** | | | | | | |
| Permanent | 43 | 43 | 100% | - | - | - |
| Other than permanent | 200 | 200 | 100% | 95 | 95 | 100% |
| **Total workers** | **243** | **243** | **100%** | **95** | **95** | **100%** |

**2. Details of minimum wages paid to employees and workers**

| Category | FY 2025-26 | | | | | FY 2024-25 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to minimum wage | | More than minimum wage | | Total (D) | Equal to minimum wage | | More than minimum wage | |
| | | No (B) | % (B/A) | No (C) | % (C/A) | | No (E) | % (E/D) | No (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 129 | - | - | 129 | 100% | 152 | - | - | 152 | 100% |
| Female | 5 | - | - | 5 | 100% | 4 | - | - | 4 | 100% |
| **Other than permanent** | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - |
| **Workers** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 43 | - | - | 43 | 100% | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - |
| **Other than permanent** | | | | | | | | | | |
| Male | 197 | - | - | 197 | 100% | 95 | - | - | 95 | 100% |
| Female | 3 | - | - | 3 | 100% | - | - | - | - | - |

**3. Details of remuneration/salary/wages**

**a. Median remuneration / wages:**

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 5 | 6,40,000 | 1 | 760,000 |
| Key Managerial Personnel (Other than BoD) | 2 | 35,87,505 | 0 | NA |
| Employees other than BoD and KMP | 126 | 5,56,702 | 5 | 596,640 |
| Workers | 43 | 4,44,000 | - | - |

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format**

| | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Gross wages paid to females as % of total wages | 4.69% | 1.54% |

**4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes. SG Mart has assigned responsibility for addressing human rights-related matters through its Human Resources function, supported by established grievance redressal and governance mechanisms. The Human Resources team serves as the primary point of contact for concerns relating to employees and workers, while the Company has also designated a Vigilance Officer under its Whistle Blower Policy and constituted an Internal Committee under the Prevention of Sexual Harassment (POSH) framework to address workplace harassment and related grievances. Concerns relating to discrimination, harassment, wages, working conditions, child labour, forced labour, freedom of association, or any other human rights-related issues may be reported through the appropriate HR, grievance, whistleblower, or POSH channels. Such matters are addressed in accordance with the Company's policies, ensuring confidentiality, impartiality, protection against retaliation, and timely resolution. Oversight of these processes is provided by the Management, Human Resources function, Vigilance Officer, Internal Committee, and the Board of Directors or relevant Board-level Committees, wherever applicable.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issue.**

SG Mart has established internal mechanisms to receive, review, and address grievances relating to human rights and workplace concerns. Employees and workers may raise issues through the Human Resources function, reporting managers, grievance redressal channels, the Whistle Blower Policy, or the Internal Committee constituted under the Prevention of Sexual Harassment (POSH) framework, as applicable. Human rights-related grievances may include matters relating to discrimination, harassment, workplace conduct, wages, working conditions, occupational health and safety, child labour, forced labour, or other employment-related rights. Complaints are reviewed by the appropriate function or designated authority based on the nature of the concern and are addressed in accordance with the Company's policies. The grievance redressal process is guided by the principles of confidentiality, impartiality, protection against retaliation, and timely resolution, with significant matters being escalated to the Management or relevant governance forums, wherever required.

**6. Number of Complaints on the following made by employees and workers:**

| | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | NIL | NIL | NA | NIL | NIL | NA |
| Discrimination at workplace | NIL | NIL | NA | NIL | NIL | NA |
| Child Labour | NIL | NIL | NA | NIL | NIL | NA |
| Forced Labour/ Involuntary Labour | NIL | NIL | NA | NIL | NIL | NA |
| Wages | NIL | NIL | NA | NIL | NIL | NA |
| Other human rights related issues | NIL | NIL | NA | NIL | NIL | NA |

**7. Complaints filed under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

| | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Total complaints reported under Sexual Harassment on Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | NIL | NIL |
| Complaints on POSH as a % of female employees / workers | NIL | NIL |
| Complaints on POSH upheld | Not Applicable | Not Applicable |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

SG Mart has established appropriate mechanisms to protect individuals who report concerns relating to discrimination, harassment, sexual harassment, or other workplace misconduct. The Company's Whistle Blower Policy, Prevention of Sexual Harassment (POSH) Policy, grievance redressal procedures, and Human Resources processes incorporate safeguards to ensure confidentiality, protect the identity of complainants, and prohibit retaliation. Employees, workers, witnesses, and individuals participating in investigations are protected against victimisation, intimidation, discrimination, or any adverse impact on their employment, work responsibilities, performance evaluation, career progression, or workplace treatment for raising concerns in good faith. Complaints are reviewed by the appropriate authority, including the Human Resources function, Vigilance Officer, Internal Committee under the POSH framework, senior management, or other relevant governance bodies, depending on the nature of the issue. Any instance of retaliation, victimisation, or breach of confidentiality is treated seriously and may result in appropriate disciplinary action in accordance with the Company's policies and applicable laws.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes. SG Mart integrates human rights considerations into its supplier expectations, procurement practices, business agreements, and contractual arrangements, wherever applicable. The Company is committed to respecting and promoting the human rights of its employees, workers, suppliers, contractors, value chain partners, local communities, and other stakeholders associated with its operations. Through its Supplier Code of Conduct and related procurement requirements, the Company sets clear expectations on compliance with human rights principles, including the prohibition of child labour, forced or bonded labour, non-discrimination, fair and respectful treatment, safe and healthy working conditions, adherence to applicable ethical business conduct. Suppliers, contractors, and business partners are expected to comply with these requirements throughout their engagement with the Company, reinforcing responsible and sustainable practices across the value chain.

**10. Assessments for the year**

| Section | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child Labour | 100%, All the assessment has been done internally by the entity in the course of business operations. |
| Forced Labour/ Involuntary Labour | |
| Sexual Harassment | |
| Discrimination at workplace | |
| Wages | |
| Other-please specify | |

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

No material risks or concerns were identified during the assessments conducted for the areas covered under Question 10; therefore, no specific corrective actions were required during the reporting period. The Company continues to monitor these areas through periodic Human Resources reviews, statutory compliance assessments, contractor and workforce compliance evaluations, the POSH framework, grievance redressal mechanisms, and ongoing management oversight. Any observations identified through these processes are addressed through appropriate corrective and preventive measures in accordance with applicable laws, regulatory requirements, and the Company's policies.

## Leadership Indicators

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

During FY 2025–26, no material human rights-related grievances or complaints were reported that necessitated changes to existing business processes or the introduction of new procedures. Consequently, no specific business process modifications were undertaken during the reporting period. The Company continues to oversee human rights-related matters through its Human Resources processes, grievance redressal mechanisms, Whistle Blower Policy, Prevention of Sexual Harassment (POSH) framework, and other relevant policy controls. Any concerns identified through these mechanisms are reviewed by the appropriate function and addressed through suitable corrective and preventive actions in accordance with the Company's policies and applicable legal requirements.

**2. Details of the scope and coverage of any Human rights due diligence conducted.**

SG Mart undertakes human rights due diligence through its internal policies, Human Resources processes, compliance reviews, supplier engagement, grievance redressal mechanisms, and periodic assessments across its operations and value chain. The Company's due diligence framework covers key human rights aspects, including the prohibition of child labour and forced labour, non-discrimination, prevention of sexual harassment, fair wages, safe and healthy working conditions, freedom of association, grievance redressal, and protection against retaliation. These assessments encompass employees, workers, contract labour, contractors, and other relevant stakeholders across the Company's operations. Human rights expectations are also communicated to suppliers and business partners through the Supplier Code of Conduct, contractual obligations, supplier onboarding procedures, and ongoing engagement initiatives, wherever applicable. During the reporting period, the Company conducted reviews of its operations and key suppliers against relevant human rights, statutory compliance, occupational health and safety, working conditions, and ethical business conduct parameters. No material human rights risks or concerns requiring specific corrective action were identified.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes. SG Mart is committed to providing a safe, inclusive, and accessible workplace for employees, visitors, and other stakeholders, including persons with disabilities. The Company endeavours to ensure that its offices and operational locations are designed and maintained in line with the requirements of the Rights of Persons with Disabilities Act, 2016, wherever applicable and feasible. Accessibility measures include features such as ramps or step-free access, accessible entry points, designated parking facilities, and accessible washrooms at relevant locations, wherever feasible. The Company periodically reviews its infrastructure and continues to strengthen accessibility by implementing appropriate improvements wherever gaps are identified. In addition, SG Mart upholds the principles of equal opportunity and non-discrimination in all employment and workplace practices, fostering an inclusive environment where every individual is treated with dignity, fairness, and respect.

**4. Details on assessment of value chain partners:**

| Section | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Child Labour | Key / Tier-1 suppliers representing approximately 70% of upstream procurement spend were assessed / reviewed through supplier declarations, public disclosures, policies, certifications and responsible sourcing parameters, wherever available. |
| Forced Labour/ Involuntary Labour | |
| Sexual Harassment | |
| Discrimination at workplace | |
| Wages | |
| Other-please specify | |

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

No material risks or concerns were identified during the assessment or review of key value chain partners for the areas covered under Question 4; therefore, no specific corrective actions were required during the reporting period. The Company continues to promote responsible business practices across its value chain through its Supplier Code of Conduct, procurement procedures, contractual obligations, supplier assessments, and responsible sourcing initiatives. Where any gaps or areas for improvement are identified, SG Mart engages with the concerned supplier to implement appropriate corrective actions, conducts follow-up reviews to monitor progress, and escalates matters where necessary to ensure timely resolution and continued compliance.

**PRINCIPLE 6** **Businesses should respect and make efforts to protect and restore the environment.**

SG Mart is committed to minimizing the environmental impact of its operations by adopting responsible environmental management practices and continuously improving its environmental performance. Although the Company does not undertake manufacturing activities, it actively monitors key environmental aspects such as energy consumption, fuel usage, packaging materials, and electronic waste generated through its offices and logistics operations. The Company has established processes for collecting and monitoring environmental data to support informed decision-making, efficient resource utilization, and effective tracking of its environmental performance. SG Mart also remains focused on strengthening its environmental governance by enhancing its monitoring systems, improving the quality and transparency of environmental disclosures, and progressively adopting recognized sustainability and assurance practices. Through these initiatives, the Company aims to reduce its environmental footprint and align its operations with evolving sustainability expectations and best practices.

## Essential Indicators

**1. Details of total energy consumption (in MWh) and energy intensity, in the following format:**

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| **From renewable sources** | | |
| Total electricity consumption (A) | - | - |
| Total fuel consumption (B) | - | - |
| Energy consumption through other sources (c) | - | - |
| **Total energy consumed from renewable sources (A+B+C)** | **-** | **-** |
| **From non-renewable sources** | | |
| Total electricity consumption (D) | 8130 GJ | 1767.9 GJ |
| Total fuel consumption (E) | 532 GJ | 77 GJ |
| Energy consumption through other sources (F) | - | - |
| **Total energy consumed from non - renewable sources (D+E+F)** | **8662 GJ** | **1845 GJ** |
| **Total energy consumed (A+B+C+D+E+F)** | **8662 GJ** | **1845 GJ** |
| **Energy intensity per rupee of turnover** (Total energy consumed / Revenue from operations) | 1.56 | 0.33 |
| **Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total energy consumed / Revenue from operations adjusted for PPP) (GJ/USD Million) | 3.18 | 0.67 |
| **Energy intensity in terms of physical Output** | 0.12 | 0.34 |
| Energy intensity (optional) – the relevant metric may be selected by the entity | - | - |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not Applicable

**3. Provide details of the following disclosures related to water, in the following format:**

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| **Water withdrawal by source (in kiloliters)** | | |
| (i) Surface water | - | - |
| (ii) Groundwater | - | - |
| (iii) Third party water | - | - |

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| (iv) Seawater / desalinated water | - | - |
| (v) Others | 5140.4 | 3422.4 |
| **Total volume of water withdrawal (In kiloliters) (i + ii + iii + iv + v)** | **5140.4** | **3422.4** |
| **Total volume of water consumption (In kiloliters)** | **1028.0** | **684.49** |
| **Water intensity per rupee of turnover** (Total water consumption / Revenue from operations) | 0.19 | 0.12 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total water consumption / Revenue from operations adjusted for PPP) (KL/USD Million) | 0.38 | 0.25 |
| **Water intensity in terms of physical Output** | 0.015 | 0.13 |
| **Water intensity** (optional) – the relevant metric may be selected by the Entity | - | - |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable

4. **Provide the following details related to water discharge:**

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Water discharge by destination and level of treatment (in kiloliters) | | |
| (i) To Surface water | | |
| - No treatment | - | - |
| - With treatment – please specify level of Treatment | - | - |
| (ii) To Groundwater | | |
| - No treatment | - | - |
| - With treatment – please specify level of Treatment | - | - |
| (iii) To Seawater | | |
| - No treatment | - | - |
| - With treatment – please specify level of Treatment | - | - |
| (iv) Sent to third parties | | |
| - No treatment | - | - |
| - With treatment – please specify level of Treatment | - | - |
| (v) Others | | |
| - No treatment | 4112.3 | 2737.9 |
| - With treatment – please specify level of Treatment | - | - |
| **Total water discharged (in kiloliters)** | **4112.3** | **2737.9** |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Not Applicable

6. **Provide details of air emissions (other than GHG emissions) by the entity, in the following format.**

| Parameter | Please specify unit | FY 2025-26 Current Financial year | FY 2024-25 Previous Financial year |
|---|---|---|---|
| NOx | mg/Nm3 | 51.27 | - |
| Sox | mg/Nm3 | 14.25 | - |
| Particulate Matter (PM) | mg/Nm3 | 7.34 | - |
| Persistent organic pollutants (POP) | - | - | - |
| Volatile organic compounds (VOC) | - | - | - |
| Hazardous air pollutants (HAP) | - | - | - |
| Others-please specify | - | - | - |

**Note:-** All Plants are monitored periodically and all emissions are within Central Pollution Control Board (CPCB) norms.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

| Parameter | Please specify units | FY 2025-26 | FY 2024-25 |
|---|---|---|---|
| Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | tCO2e | 50.7 | 5.8 |
| Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | tCO2e | 1603.5 | 357.0 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | tCO2e/INR Cr | 0.30 | 0.07 |
| Total Scope 1 and Scope 2 emission intensity per rupee turnover adjusted for Purchasing Power Parity (PPP) (Total scope 1 and scope 2 GHG emissions / revenue from operations adjusted for PPP) | tCO2e/USD Million | 0.61 | 0.13 |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output | tCO2e/MT | 0.02 | 0.07 |
| Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity | | - | - |

**Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, Sustainability Actions Private Limited has done the assessment of GHG scope 1 and 2.

8. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

No

9. **Provide details related to waste management by the entity, in the following format:**

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| **Total Waste generated (in metric tonnes)** | - | - |
| Plastic waste **(A)** | | |
| E-waste **(B)** | | |
| Bio-medical waste **(C)** | | |
| Construction and demolition waste **(D)** | | |
| Battery waste **(E)** | | |
| Radioactive waste **(F)** | | |
| Other Hazardous waste. Please specify, if any. **(G)** | | |
| Other Non-hazardous waste generated (H). Pl, if any. (Break-up by composition i.e., by materials relevant to the sector) | 3896.38 | 493.08 |
| **Total (A+B + C + D + E + F + G + H)** | **3896.38** | **493.08** |
| Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (MT/INR Crores) | 0.70 | 0.09 |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (MT/USD Million) | 1.43 | 0.18 |
| Waste intensity in terms of physical output | 0.05 | 0.09 |
| Waste intensity (optional) – the relevant metric may be. selected by the entity | | |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| **Category of waste** | | |
| (i) Recycled | 3896.38 | 493.08 |
| (ii) Re-used | - | - |
| (iii) Other recovery operations | - | - |
| **Total** | **3896.38** | **493.08** |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Incineration | - | - |
| (ii) Landfilling | - | - |
| (iii) Other disposal operations | - | - |
| **Total** | - | - |

**Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency**

Not Applicable

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

SG Mart Limited, being relatively early in its operational lifecycle, has not yet encountered significant e-waste generation, as its electronic equipment including laptops, servers, and other devices—remains in active use. Nevertheless, the Company is committed to adopting responsible e-waste management practices. In the future, once such assets reach the end of their lifecycle, SG Mart Limited will ensure their disposal is carried out in accordance with applicable government regulations and environmental ('green') norms, through duly authorized and compliant vendors

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, specify details in the following format.**

| S. No | Location of operations/ offices | Type of operations | Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken if any |
|---|---|---|---|
| Not Applicable | | | |

**12. Details environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| Not Applicable | | | | | |

**13. Is the entity compliant with the applicable environmental law / regulations / guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

| S. No | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken if any |
|---|---|---|---|---|
| SG Mart has maintained full compliance with all applicable environmental laws and regulations in India; accordingly, this question is not applicable to the Company. | | | | |

## Leadership Indicators

**1. Water withdrawal consumption and discharge in the areas of water stress (in KL):**

For each facility/plant located in areas of water stress, provide the following information:

(i) **Name of the area:** A complaint cording to Central Groundwater Board SG mart plants located in Jaipur, Indore, Gautam Budh Nagar and Bangalore are in zones where groundwater has been overexploited.

(ii) **Nature of operations:** Trading of building material products.

(iii) **Water withdrawal consumption and discharge in the following format:**

| Parameter | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| i) Surface water | - | - |
| ii) Groundwater | - | - |
| iii) Third party water | - | - |
| iv) Seawater / desalinated water | - | - |
| v) Others | 1145.0 | 762.5 |
| Total volume of water withdrawal (in kilolitres) | 1145.0 | 762.5 |
| Total volume of water consumption (in kilolitres) | 229.1 | 152.5 |
| Water intensity per rupee of turnover (Water consumed / Turnover (Rs Cr)) | 0.04 | 0.03 |
| Water intensity (Optional)- the relevant metric may be selected by the entity | - | - |
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) Into Surface water | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (ii) Into Groundwater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iii) Into Seawater | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iv) Sent to third-parties | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (v) Others | | |
| - No treatment | 916.3 | 610.0 |
| - With treatment – please specify level of treatment | | |
| **Total water discharged (in kilolitres)** | **916.3** | **610.0** |

**2. With respect to the ecologically sensitive areas reported at Question 10 of essential Indicators above, provide details of significant direct and indirect impact of the entity on bio-diversity in such areas along with prevention and remediation activities:**

Not Applicable

**3. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency or reduce impact due to emission/ effluent discharge/ waste generated please provide details of the same as well as outcome of such initiatives as per the following format:**

| S. No | Initiative undertaken | Details of the initiatives (Web-link, if any, may be provided along with summary) | Outcome of the initiative |
|---|---|---|---|
| Not Applicable | | | |

**4. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes. SG Mart has established a Business Continuity Plan (BCP) and emergency preparedness framework to manage potential disruptions arising from operational incidents, natural disasters, cyber threats, system failures, and other unforeseen events. The Company's business continuity approach is integrated with its overall risk management framework and is periodically reviewed by the Management and, where applicable, the Board or relevant Board-level Committee. Business continuity is supported through emergency response procedures, incident reporting and escalation mechanisms, periodic mock drills, and information technology backup and recovery processes. The Company continues to strengthen its resilience by enhancing its operational preparedness, technology infrastructure, and risk management practices to ensure the continuity of critical business operations during disruptive events.

**5. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

No material adverse environmental impacts arising from the Company's value chain were identified during the reporting period through its supplier engagement, procurement reviews, and responsible sourcing processes. SG Mart communicates its environmental expectations to key suppliers and business partners through supplier onboarding, procurement procedures, contractual requirements, supplier interactions, and its Supplier Code of Conduct. These expectations include compliance with applicable environmental regulations, efficient resource utilization, waste management, pollution prevention, occupational health and safety, and ethical business practices. The Company continues to strengthen its supplier sustainability assessments, responsible sourcing initiatives, and ESG data collection across the value chain. Where any environmental gaps or concerns are identified, SG Mart works collaboratively with the relevant supplier or business partner to implement appropriate corrective actions, conduct follow-up reviews, and ensure timely resolution.

**6. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts:**

During the reporting period, SG Mart assessed key suppliers representing approximately 70% of its procurement spend for environmental performance and responsible business practices. The assessment was undertaken through supplier onboarding and procurement processes, sustainability reviews, evaluation of relevant certifications, public disclosures, and other available responsible sourcing parameters. Key areas of review included compliance with applicable environmental regulations, environmental management systems, resource efficiency, emissions management, waste management, and overall environmental performance. The Company continues to enhance its supplier sustainability assessment framework, strengthen responsible sourcing practices, and improve the collection and monitoring of ESG-related information across its value chain.

**7. How many Green Credits have been generated or produced:**

**a. By the listed entity - Nil.**

**b. By the top ten (In terms of value of purchases and sales, respectively) value chain partners" - Nil.**

## PRINCIPLE 7

**Businesses, when engaging in influencing public a regulatory policy, should do so in a manner that is responsible and transparent**

SG Mart does not currently participate in public policy advocacy, regulatory lobbying, or activities intended to influence public policy decisions. The Company conducts its business in compliance with all applicable laws, regulations, and governance requirements while maintaining a neutral and transparent approach to policy-related matters. SG Mart recognizes the importance of constructive engagement with industry associations and other relevant stakeholders and may, where appropriate, participate in industry forums to support sectoral development and knowledge sharing. Any such engagement will be undertaken in a responsible, ethical, and transparent manner, consistent with the Company's values of integrity, accountability, and good corporate governance, while safeguarding stakeholder trust and ensuring compliance with applicable regulatory frameworks.

## Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations: Nil

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of /affiliated to as provide below:

| S. No | Name of the trade and Industry chambers/ associations | Reach of trade and industry chambers / associations (State/ National) |
|---|---|---|
| | Not Applicable | |

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   Not applicable, as the Company has not received any complaints or encountered any issues related to anti-competitive conduct.

| Name of Authority | Brief of the case | Corrective action taken |
|---|---|---|
| | Not Applicable | |

## PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

SG Mart is committed to supporting inclusive and sustainable economic growth by building strong relationships with a diverse network of suppliers and business partners across different regions. The Company promotes fair, transparent, and responsible procurement practices while providing equitable business opportunities to micro, small, and medium enterprises (MSMEs) and local suppliers, thereby contributing to regional development and resilient value chains. SG Mart emphasizes ethical sourcing, fair commercial practices, and long-term partnerships that create shared value for all stakeholders. To enhance operational resilience, the Company has implemented business continuity measures and financial risk management practices, including appropriate vendor and logistics insurance arrangements, to minimize potential disruptions, safeguard business operations, and strengthen the stability of its supply chain.

## Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| | | | Not Applicable | | |

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

| S. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In INR) |
|---|---|---|---|---|---|---|
| | | | | Not Applicable | | |

**3. Describe the mechanisms to receive and redress grievances of the community:**

SG Mart has established appropriate governance mechanisms, including the Stakeholders' Relationship Committee and the Prevention of Sexual Harassment (POSH) Committee, to ensure the timely, fair, and transparent resolution of stakeholder and workplace grievances. Employees and workers are encouraged to raise work-related concerns through the Human Resources Department, fostering open communication and an effective grievance redressal process. For customers, suppliers, investors, and other external stakeholders, the Company provides dedicated contact details and communication channels through its official website to facilitate the prompt handling of enquiries and concerns. This structured grievance management framework reinforces accessibility, responsiveness, and meaningful stakeholder engagement while promoting transparency and accountability across the organization.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

| | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Directly sourced from MSMEs/ small producers | 14% | 10% |
| Directly from within India | 94% | 99% |

**5. Job creation in smaller towns- disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis in the following locations, as % of total wage cost:**

| Location | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Rural | 19.98% | 24% |
| Semi-Rural | 16.33% | 2% |
| Urban | 0.21% | 11% |
| Metropolitan | 63.48% | 63% |

## Leadership Indicators

**1. Provide details of actions taken to mitigate any negative social impacts identified in Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

| Details of negative social impact identified | Corrective action taken |
|---|---|
| Not Applicable | |

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by Government bodies:**

| S. No. | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| Not Applicable | | | |

**3. (a) Do you have a preferential procurement policy where you give preference to purchase from supplies comprising marginalized / vulnerable groups? (Yes/No)**

No

**(b) From which marginalized /vulnerable groups do you procure?**

Not Applicable.

**(c) What percentage of total procurement (by value) does it constitute?**

Not Applicable

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

| S. No. | Intellectual Property based on traditional Knowledge | Owned/ Acquired (Yes / No) | Benefits Shared (Yes / No) | Basis of calculating benefit share |
|---|---|---|---|---|
| Not Applicable | | | | |

**5. Details of corrective actions taken or underway based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:**

| Name of authority | Brief of the Case | Corrective action taken |
|---|---|---|
| Not Applicable | | |

**6. Details of beneficiaries of key CSR Projects.**

| S. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|---|---|---|---|
| The Company has undertaken CSR initiatives towards the development of healthcare infrastructure through investment in a hospital facility. The project is currently under implementation and has not yet been completed. Upon completion, it is expected to enhance access to quality healthcare for the surrounding communities | | | |

## PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

SG Mart places strong emphasis on customer satisfaction by delivering quality products, reliable services, and a transparent customer experience. The Company strives to understand and address customer expectations through regular interactions and feedback received during the course of business, which helps drive continuous improvements in its products and services. While formal customer satisfaction surveys are not currently implemented, the Company is working towards establishing structured feedback mechanisms to strengthen customer engagement and better measure service performance. SG Mart remains committed to enhancing customer experience through improved communication, robust feedback processes, and continuous refinement of its service standards, reflecting its focus on responsible business practices and long-term customer relationships

### Essential Indicators

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

SG Mart has established processes to receive, monitor, and resolve customer complaints and feedback related to its products and services. Customer concerns may be communicated through multiple channels, including the sales and marketing teams, dealers and distributors, customer meetings, regional offices, email, telephone, the Company's website, and other business communication platforms. Complaints relating to product quality, delivery, documentation, service, or after-sales support are recorded, reviewed, and addressed in a timely manner. Depending on the nature of the issue, the concerned sales, quality, logistics, or customer service teams investigate the matter and implement appropriate corrective and preventive actions. Significant or recurring issues are escalated to senior management and are used to strengthen product quality, improve operational processes, and enhance overall customer service and satisfaction.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

| | As a percentage of total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 0% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | 100% |

**3. Number of consumer complaints in respect of the following**

| | FY 2025-26 | | | FY 2024-25 | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |
| Advertising | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |
| Cyber-security | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |
| Delivery of essential services | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |
| Restrictive trade practices | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |
| Unfair trade practices | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |
| Others | 0 | 0 | Not Applicable | 0 | 0 | Not Applicable |

**4. Details of instances of product recalls on account of safety issues:**

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | Nil | Not Applicable |
| Forced recalls | Nil | Not Applicable |

**5. Does the entity have a framework /policy on cyber security and risks related to data privacy? (Yes/No) If available provide a web-link of the policy:**

Yes. SG Mart has implemented an Information Security and Cybersecurity framework to identify, manage, and mitigate cyber and data privacy risks across its operations. The framework includes measures relating to information security governance, user access management, data protection, acceptable use of IT resources, network and system security, incident reporting, backup and recovery, cybersecurity awareness, continuous monitoring, and risk mitigation. The Company continues to strengthen its cybersecurity posture by adopting appropriate technical and organizational controls aligned with recognized industry practices. Cybersecurity and data privacy risks are managed through periodic IT reviews, system access controls, vulnerability assessments, employee awareness programs, backup and recovery procedures, and incident response processes. Significant cybersecurity risks and incidents, where applicable, are escalated to the Management and the Board for appropriate oversight and action.

**https://sgmart.co.in/pdfs/IT-Policy-SG-Mart-Limited.pdf**

**6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services cyber security and data privacy of customers re-occurrence of instances of product recalls penalty action taken by regulatory authorities on safety of products/services:-**

No issues were reported as of March 31, 2026.

**7. Provide the following information relating to data breaches:**

a. Number of instances of data breaches: No breaches.

b. Percentage of data breaches involving personally identifiable information of customers: Not Applicable

c. Impact, if any, of the data breaches: Not Applicable

## Leadership Indicators

**1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available):**

SG Mart provides comprehensive information on all its products through its official website (https://sgmart.co.in/), ensuring easy accessibility for stakeholders. To maintain the accuracy, relevance, and user-friendliness of the website, the Company has engaged an external agency responsible for regular monitoring and managing digital initiatives, including search engine optimization (SEO) and related activities

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:**

SG Mart conducts meetings and awareness programmes to educate customers on the responsible use of its products. These initiatives are designed to promote safe handling practices, ensure optimal product utilization, and encourage sustainability across the product lifecycle

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:**

Not Applicable

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

SG Mart ensures strict compliance with all applicable laws and regulations governing the display and disclosure of product information. The Company also places significant importance on customer feedback, treating it as a key input for continuous improvement. Efforts are made to systematically incorporate such feedback into business processes to enhance product quality, service delivery, and overall customer experience

# Standalone
# Financial Statements

# Independent Auditor's Report

To
The Members of
**SG Mart Limited**

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of SG Mart Limited (formerly known as Kintech Renewable Limited) ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. 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 31 March 2026, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules 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 Matter

4. 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.

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

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Additions to property, plant and equipment (PPE)**<br><br>(Refer note 1(ii)(j) to the standalone financial statements for material accounting policy information and note 2(a) for related disclosures)<br><br>The Company is in process of constructing new plants / augmenting existing assets ('projects') for expanding / improving its business operations. During the year, the Company has recorded capital expenditure aggregating to Rs. 90.12 crores towards additions to PPE in accordance with recognition criteria provided under Ind AS 16, Property, plant and equipment ('Ind AS 16').<br><br>Out of total additions, certain plant and machineries are purchased from specific vendors. Accordingly, the Company has not obtained multiple quotations considering such assets to be of proprietary, specialised in nature and customized based on Company's needs. | Our audit procedures included, but were not limited to, the following:<br><br>• Obtained an understanding of the nature of assets procured and whether the assets procured are consistent with the business operations of the Company and assessed the appropriateness of the accounting policy adopted by the Company in accordance with Ind AS 16;<br><br>• Evaluated the design and tested the operating effectiveness of key controls over additions to PPE;<br><br>• Inquired from the management on specific use of assets in the manufacturing process, augmentation of product profile among the range of goods manufactured along with rationale for procuring certain assets from specific vendors; |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| Capital expenditure includes purchase costs and costs directly attributable for bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management, which have been capitalised under various classes of PPE in accordance with the principles of Ind AS 16.<br><br>Further, management has applied judgement in estimating the useful lives of the assets, including obtaining technical advice in certain cases.<br><br>Considering the above factors, we have considered this matter to be a key audit matter for current year audit. | • Reviewed the minutes of the Board meeting to ensure additions to PPE are in line with the approved capital expenditure plan and budget;<br><br>• Ensured that such capital expenditure is approved by the management considering the specification of PPE being procured, criterion for vendor selection and basis of price negotiated;<br><br>• Tested the additions made to PPE on sample basis by checking underlying supporting documents such as invoices, goods received notes (GRNs) etc. to ensure such items are recorded accurately in the correct period and physically verified existence of additions made on test check basis during our site visits;<br><br>• Obtained the completion/installation certificate to determine appropriateness of timing of capitalisation;<br><br>• Assessed the appropriateness of useful economic lives of PPE capitalised during the year, with reference to the technical evaluation, requirements of Schedule II to the Companies Act, 2013 and our understanding of the Company's business; and<br><br>• Evaluated the appropriateness and adequacy of the disclosures made in the standalone financial statements in accordance with the applicable accounting standards. |

## Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report but does not include the standalone financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Annual Report, which is expected to be made available to us after that date.

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

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

   If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as

applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

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

- Conclude on the appropriateness of Board of Directors' 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; and

- 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

12. 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.

13. 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period 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

15. 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.

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

17. Further to our comments in Annexure I , as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying standalone financial statements;

    b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies

(Audit and Auditors) Rules, 2014 (as amended)}, 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 standalone financial statements comply with Ind AS 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 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and

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

i. The Company, as detailed in note 30 to the standalone financial statements, has disclosed the impact of pending litigation on its financial position as at 31 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 31 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 31 March 2026;

iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 42(d)(i) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 42(d)(ii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (iv)(a) and (iv)(b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 42(k) to the standalone financial statements and based on our examination which included test checks, except for matters mentioned below, the Company, in respect of financial year commencing on 01 April 2025, has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exception given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

| Nature of exception noted | Details of Exception |
|---|---|
| Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level | The accounting software used for maintenance of accounting records, other than payroll records, is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year. Further, due to absence of the relevant information in Type 2 report, we are unable to comment on preservation of audit trail at the database level. |

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

**Ashish Gera**
Partner
Membership No.: 508685
UDIN: 26508685DNEFNX7360

Place: Noida
Date: 04 May 2026

# Annexure I

referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of SG Mart Limited on the standalone financial statements for the year ended 31 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) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment capital work-in-progress and relevant details of right-of-use assets.

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

(b) The Company has a regular programme of physical verification of its property, plant and equipment capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of two years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment capital work-in-progress, and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 2(a) to the standalone financial statements, are held in the name of the Company, except for the following properties, for which the Company's management is in the process of getting the registration in the name of the Company:

| Description of property | Gross carrying value (Rs. In crores) | Held in name of | Whether promoter, director or their relative or employee | Period held | Reason for not being held in name of company |
|---|---|---|---|---|---|
| Land and Building at Bangalore | 9.60 | Kintech Renewables limited | No | 05 July 2023- 31 Mar 2026 | Kintech Renewables Ltd is the erstwhile name of the company |
| Land at Raipur | 3.39 | Kintech Renewables limited | No | 23 August 2023- 31 Mar 2026 | Kintech Renewables Ltd is the erstwhile name of the company |
| Land at Raipur | 1.15 | Kintech Renewables limited | No | 23 August 2023- 31 Mar 2026 | Kintech Renewables Ltd is the erstwhile name of the company |

(d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding dispatch inventory records.

(b) As disclosed in Note 16 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were subject to audit/review.

(iii) The Company has not made investments in, provided any security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has provided guarantee to company during the year, in respect of which:

(a) The Company has provided guarantee to Subsidiary during the year as per details given below:

| Particulars | Guarantees (Rs in Crores) |
|---|---|
| Aggregate amount provided/ granted during the year | 162.15 |
| Balance outstanding as at balance sheet date | 162.15 |

The above amounts are included in Note 30 on commitments to standalone financial statements.

(b) In our opinion, and according to the information and explanations given to us, the guarantees provided and terms and conditions of the grant of all guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of guarantees provided by it, as applicable.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associate or Joint venture.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries. The Company does not have any associate or Joint venture.

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

(a) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised. In regard to money raised towards preferential allotment of shares and convertible warrants towards end of the previous year and which was unutilized till 31 March 2025, have been utilized during the current year for the purposes for which they were raised by the Company.

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

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) 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), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

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

(xx) In our opinion and according to the information and explanations given to us, the Company has transferred the remaining unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act.

(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 Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

**Ashish Gera**
Partner
Membership No.: 508685
UDIN: 26508685DNEFNX7360

Place: Noida
Date: 04 May 2026

# Annexure II

Independent Auditor’s Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’

1. In conjunction with our audit of the standalone financial statements of SG Mart Limited (‘the Company’) as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

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

2. The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting(‘the Guidance Note’) 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 the Company’s business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditor’s Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

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

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to standalone financial statements .

## Meaning of Internal Financial Controls with Reference to Financial Statements

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

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

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements,

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

## Opinion

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

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

**Ashish Gera**
Partner
Membership No.: 508685
UDIN: 26508685DNEFNX7360

Place: Noida
Date: 04 May 2026

# Standalone Balance Sheet as at 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| S. No. | Particulars | Notes | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|---|
| I. | **ASSETS** | | | |
| (1) | **Non-current assets** | | | |
| (a) | Property, plant and equipment | 2(a) | 245.08 | 163.40 |
| (b) | Capital work-in-progress | 2(b) | 18.94 | 11.03 |
| (c) | Right-of-use assets | 2(d) | 31.26 | 19.20 |
| (d) | Intangible assets | 2(c) | 0.35 | 0.45 |
| (e) | Financial assets | | | |
| | (i) Investments | 3 | 167.26 | 167.26 |
| | (ii) Loans | 4 | - | 147.73 |
| | (iii) Other financial assets | 5 | 1.00 | 0.45 |
| (f) | Deferred tax assets (net) | 15 | - | 0.06 |
| (g) | Other non-current assets | 6 | 118.46 | 9.16 |
| | **Total non-current assets (A)** | | **582.35** | **518.74** |
| (2) | **Current assets** | | | |
| (a) | Inventories | 7 | 218.98 | 194.96 |
| (b) | Financial assets | | | |
| | (i) Trade receivables | 8 | 94.53 | 246.16 |
| | (ii) Cash and cash equivalents | 9 | 510.90 | 0.00 |
| | (iii) Bank balances other than (ii) above | 10 | 456.15 | 1,020.75 |
| | (iv) Other financial assets | 11 | 3.79 | 16.36 |
| (c) | Other current assets | 12 | 67.21 | 254.46 |
| | **Total current assets (B)** | | **1,351.56** | **1,732.69** |
| | **Total Assets (A+B)** | | **1,933.91** | **2,251.43** |
| II. | **EQUITY AND LIABILITIES** | | | |
| (1) | **Equity** | | | |
| (a) | Equity share capital | 13(a) | 12.60 | 11.24 |
| (b) | Other equity | 13(b) | 1,529.21 | 1,187.15 |
| | **Total equity (C)** | | **1,541.81** | **1,198.39** |
| (2) | **Non-current liabilities** | | | |
| (a) | Financial liabilities | | | |
| | (i) Lease liabilities | 2(d) | 0.53 | - |
| (b) | Provisions | 14 | 0.59 | 0.80 |
| (c) | Deferred tax liabilities (net) | 15 | 2.44 | - |
| | **Total non-current liabilities (D)** | | **3.56** | **0.80** |
| (3) | **Current liabilities** | | | |
| (a) | Financial liabilities | | | |
| | (i) Borrowings | 16 | 14.98 | 689.04 |
| | (ii) Lease liabilities | 2(d) | 0.04 | 0.20 |
| | (iii) Trade payables | | | |
| | - total outstanding dues of micro enterprises and small enterprises | 17 | 3.56 | 1.03 |
| | - total outstanding dues of creditors other than micro and small enterprises | 17 | 356.42 | 324.87 |
| | (iv) Other financial liabilities | 18 | 6.35 | 13.80 |
| (b) | Other current liabilities | 19 | 5.43 | 19.84 |
| (c) | Provisions | 14 | 0.70 | 0.12 |
| (d) | Current tax liabilities (net) | 20 | 1.06 | 3.34 |
| | **Total current liabilities (E)** | | **388.54** | **1,052.24** |
| | **Total liabilities(F=D+E)** | | **392.10** | **1,053.04** |
| | **Total Equity and Liabilities (C+F)** | | **1,933.91** | **2,251.43** |

| | |
|---|---|
| Material accounting policies | 1(ii) |
| The accompanying notes form an integral part of these standalone financial statements | 1-47 |

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

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

(All amounts in ₹ crores, unless specified otherwise)

| S. No. | Particulars | Notes | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|---|---|
| | **Income** | | | |
| I | Revenue from operations | 21 | 5,540.32 | 5,511.59 |
| II | Other income | 22 | 71.90 | 84.04 |
| III | **Total income (I+II)** | | **5,612.22** | **5,595.63** |
| IV | **Expenses** | | | |
| | (a) Cost of materials consumed | 23 | 422.52 | 25.01 |
| | (b) Purchase of stock-in-trade | | 4,943.19 | 5,457.01 |
| | (c) Changes in inventories of finished goods and stock-in-trade | 24 | (2.25) | (123.71) |
| | (d) Employee benefits expense | 25 | 27.32 | 16.14 |
| | (e) Finance costs | 26 | 44.53 | 43.77 |
| | (f) Depreciation and amortisation expenses | 27 | 7.84 | 2.01 |
| | (g) Other expenses | 28 | 52.40 | 48.81 |
| | **Total expenses** | | **5,495.55** | **5,469.04** |
| V | **Profit before tax (III-IV)** | | 116.67 | 126.59 |
| VI | **Tax expense:** | | | |
| | (a) Current tax | 20 | 27.44 | 32.41 |
| | (b) Deferred tax charge/(credit) | 15 | 2.44 | (0.21) |
| | (c) Adjustment of tax relating to earlier year | 20 | (0.04) | 0.49 |
| | **Total tax expense** | | **29.84** | **32.69** |
| VII | **Net profit after tax (V-VI)** | | **86.83** | **93.90** |
| VIII | **Other comprehensive income** | | | |
| | (i) Items that will not be reclassified to profit or loss | | | |
| | (a) Remeasurement of post employment benefit obligation | | 0.22 | 0.08 |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | (0.06) | (0.02) |
| | **Total other comprehensive income** | | **0.16** | **0.06** |
| IX | **Total comprehensive income for the year (VII+VIII)** | | **86.99** | **93.96** |
| X | **Earnings per share (face value of ₹ 1 each)** | | | |
| | (a) Basic (In ₹) | 29 | 7.01 | 8.38 |
| | (b) Diluted (In ₹) | 29 | 6.97 | 8.01 |

| | |
|---|---|
| Material accounting policies | 1(ii) |
| The accompanying notes form an integral part of these standalone financial statements | 1-47 |

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Standalone Statement of Cash Flows for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| Profit before income tax | 116.67 | 126.59 |
| **Adjustments for:** | | |
| Depreciation and amortisation expenses | 7.84 | 2.01 |
| Finance costs | 44.37 | 42.84 |
| Interest income | (70.06) | (82.47) |
| Gain on lease termination | (0.01) | - |
| Allowance for expected credit loss | 0.62 | 5.53 |
| Share based payment expense | 1.11 | 1.54 |
| Loss on disposal of property, plant and equipment (net) | 0.07 | - |
| Unrealised (gain) / loss from exchange difference (net) | (0.02) | 3.10 |
| **Operating profit before working capital changes** | **100.59** | **99.14** |
| **Net changes in working capital:** | | |
| Change in inventories | (24.02) | (123.71) |
| Change in trade receivables | 151.07 | (165.35) |
| Change in other assets and other financial assets | 185.89 | (181.83) |
| Change in trade payables | 33.98 | 279.90 |
| Change in acceptances | - | (152.55) |
| Change in provisions and other liabilities | (13.55) | 10.63 |
| **Cash generated from / (used in) operations** | **433.96** | **(233.77)** |
| Income tax paid (net) | (29.75) | (35.51) |
| **Net cash generated from / (used in) operating activities (A)** | **404.21** | **(269.28)** |
| **B. Cash flow from investing activities** | | |
| Purchase of property, plant and equipment, intangible assets and right-of-use assets (including adjustment on account of capital work-in-progress, capital advances and capital creditors) | (228.10) | (135.49) |
| Proceeds from disposal of property, plant and equipment | 0.99 | - |
| Proceeds from /(investment in) bank deposits (net) | 564.60 | (17.32) |
| Loans given | - | (162.98) |
| Repayment of loans | 147.73 | 59.20 |
| Payments for purchase of Investment in subsidiaries | - | (167.14) |
| Interest received | 83.44 | 90.78 |
| **Net cash generated from / (used in) investing activities (B)** | **568.66** | **(332.95)** |

# Standalone Statement of Cash Flows for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **C. Cash flow from financing activities** | | |
| Proceeds from conversion of share warrants | 255.34 | 15.79 |
| Repayment of principal portion of lease liabilities | (0.09) | (0.17) |
| Repayment of Interest portion of lease liabilities | (0.01) | (0.03) |
| Interest paid | (43.16) | (42.53) |
| (Repayment) / proceeds of short-term borrowings (net) | (674.05) | 507.15 |
| **Net cash (used in) / generated from financing activities (C)** | **(461.97)** | **480.21** |
| **Net increase / (decrease) in cash and cash equivalents (D=A+B+C)** | 510.90 | (122.02) |
| Cash and cash equivalents at the beginning of the year (E) | 0.00 | 122.02 |
| **Cash and cash equivalents at the end of the year (D+E) (Refer note - 9)** | **510.90** | **0.00** |

**Notes :**

(a) The above Standalone statement of cash flows has been prepared under the 'Indirect method' as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows.

(b) Refer note - 36 for reconciliation of liabilities arising from financing activities.

(c) Non-cash investing activities : (₹ in crores)

| Particulars | Year ended March 31, 2026 |
|---|---|
| Acquisition of right-of-use asset (Refer note 2 (d)) | 0.54 |
| **Total** | **0.54** |

| | |
|---|---|
| Material accounting policies | 1(ii) |
| The accompanying notes form an integral part of these standalone financial statements | 1-47 |

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Standalone Statement of Changes in Equity for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

## A. Equity share capital

| Particulars | Number of shares | Amount |
|---|---|---|
| Equity shares issued, subscribed and fully paid up | | |
| Balance as at April 01, 2024 of ₹ 1 each | 111,540,000 | 11.15 |
| Changes during the year ended March 31, 2025 (Refer note 13 (a)(i) | 842,000 | 0.09 |
| **Balance as at March 31, 2025 of ₹ 1 each** | **112,382,000** | **11.24** |
| Changes during the year ended March 31, 2026 (Refer note 13 (a)(i) | 13,618,000 | 1.36 |
| **Balance as at March 31, 2026 of ₹ 1 each** | **126,000,000** | **12.60** |

## B. Other equity (Refer note 13 (b))

| Particulars | Number of shares | | | | Money received against Share Warrants | Total |
|---|---|---|---|---|---|---|
| | Securities premium | General Reserve | Retained Earnings | Share option outstanding account | | |
| **Balance as at April 01, 2024** | **918.93** | **0.20** | **66.43** | **-** | **90.38** | **1,075.94** |
| Profit for the year ended March 31, 2025 | - | - | 93.90 | - | - | 93.90 |
| Other comprehensive income for the year, net of tax (Remeasurements of post employment benefit obligation) | - | - | 0.06 | - | - | 0.06 |
| Issue of Equity share upon conversion share warrants | 21.01 | - | - | - | (21.05) | (0.04) |
| Money received upon conversion of share warrants | - | - | - | - | 15.79 | 15.79 |
| Issue of bonus shares | - | - | (0.04) | - | - | (0.04) |
| Recognition of share-based payments | - | - | - | 1.54 | - | 1.54 |
| **Balance as at March 31, 2025** | **939.94** | **0.20** | **160.35** | **1.54** | **85.12** | **1,187.15** |
| Profit for the year ended March 31, 2026 | - | - | 86.83 | - | - | 86.83 |
| Other comprehensive income for the year, net of tax (Remeasurements of post employment benefit obligation) | - | - | 0.16 | - | - | 0.16 |
| Issue of Equity share upon conversion of share warrants | 339.76 | - | - | - | (340.46) | (0.70) |
| Money received upon conversion of share warrants | - | - | - | - | 255.34 | 255.34 |
| Issue of bonus shares | - | - | (0.68) | - | - | (0.68) |
| Recognition of share-based payments | - | - | - | 1.11 | - | 1.11 |
| **Balance as at March 31, 2026** | **1,279.70** | **0.20** | **246.66** | **2.65** | **-** | **1,529.21** |

Material accounting policies 1(ii)
The accompanying notes form an integral part of these standalone financial statements 1-47

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 1(i) Company background

SG Mart Limited (Formerly known as Kintech Renewables Limited) ('the Company') is a public company located in India (CIN: L46102DL1985PLC426661), having its registered office situated at H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi, India, 110092. The Company was originally incorporated on 9th April 1985 and its shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Company is primarily engaged in the business of trading and manufacturing of building material products.

## 1(ii) Material Accounting Policy Information

The material accounting policies information applied by the Company in the preparation of its standalone financial statements are listed below. Such accounting policies have been applied consistently to the financial year presented in these standalone financial statements.

### (a) Statement of compliance

The standalone financial statements are prepared and presented in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time as notified under Section 133 of the Companies Act 2013, the relevant provisions of the Companies Act 2013 ("the Act") and other accounting principles generally accepted in India.

### (b) Basis of Preparation

The standalone financial statements have been prepared in conformity with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements have been prepared on accrual basis under the historical cost basis except for following assets and liabilities which have been measured at fair value:

i. Certain financial assets and liabilities (including derivative financial instruments) measured at fair value;

ii. Share based payments;

iii. Defined benefit obligations

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

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

Current assets include current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when:

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

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

#### Going Concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

### (c) Use of estimates and critical accounting judgements

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised and future years affected.

The following are the critical judgements, apart from those involving estimations that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the standalone financial statements.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

### (i) Deferred tax assets and liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change.

Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realised. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Standalone Statement of Profit or Loss.

### (ii) Useful lives of Property, plant and equipment ('PPE')

The Company reviews the estimated useful lives and residual value of PPE at the end of each reporting year. The factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future years.

### (iii) Defined benefit obligations

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

### (iv) Inventories

The Company estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

### (v) Fair value measurement

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

### (vi) Impairment of financial assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. At each balance sheet date, based on historical default rates observed over expected life, existing market conditions as well as forward looking estimates, the management assesses the expected credit losses on outstanding receivables. Further, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with industry and country in which the customer operates.

## (d) Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## (e) Foreign currency transaction

### (i) Functional and presentation currency

The financial statements are presented in Indian rupee (₹), which is functional and presentation currency.

### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Standalone Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Standalone Statement of Profit and Loss on a net basis within other income/expenses.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

**(f) Revenue recognition**

Revenue is recognised upon transfer of control of promised goods or services to customers at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable considerations) allocated to that performance obligation as per contractually agreed terms with the customers. The transaction price of goods sold and services rendered is net of various discounts and schemes offered by the Company as part of the contract. Revenue is recorded provided the recovery of consideration is probable and determinable.

**(i) Sale of goods**

The Company's revenue is derived from the single performance obligation to transfer primarily products under arrangements in which the transfer of control of the products and the fulfilment of the Company's performance obligation occur at the same time. Revenue from the sale of goods is recognised when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods. Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms.

Contract assets and contract liabilities A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company satisfies performance obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on Company's future performance. A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company satisfies performance obligation under the contract. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money."

In contracts where the Company acts as an agent, the revenue is recorded at the net amount that the Company retains for its services.

**(ii) Interest income**

Interest income from financial assets is recognised, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

**(iii) Services rendered**

Revenue from service related activities are recognised as and when services are rendered and on the basis of contractual terms with the parties.

**(g) Leases**

**As a lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset throughout the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Standalone Balance Sheet and lease payments have been classified as financing cash flows.

**(h) Impairment of non-financial assets**

At each balance sheet date, the Company reviews the carrying values of non-financial assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any).Where the assets does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the highest of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years.

**(i) Cash and cash equivalents and Cash Flow Statement**

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Short term borrowings, repayments and advances having maturity of three months or less, are shown as net in cash flow statement.

**(j) Inventories**

**Raw materials, work in progress, stores, traded and finished goods**

Inventories are valued as follows:

**Raw materials and stores**

At the lower of cost (First in First Out - FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes cost of purchase, all charges in bringing the goods to their present location and condition, including indirect levies, transit insurance and receiving charges. The cost of purchase consists of the purchase price including duties and taxes other than those subsequently recoverable by the enterprise from the taxing authorities, freight inwards and other expenditure directly attributable for its acquisition. Stock in transit is valued at lower of cost and net realisable value.

**Finished goods**

i. **Manufactured:** At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a First in First Out - FIFO basis.

ii. **Traded:** At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a First in First Out - FIFO basis.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Standalone Statement of Profit and Loss.

#### Rejection and scrap

Rejection and scrap are valued at net realisable value.

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

### (k) Property, plant and equipment and Capital work-in-progress

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition or construction. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the standalone statement of profit and loss.

In case of property, plant and equipment acquired under asset acquisition, the total consideration of the acquisition is allocated to the acquired assets based on their relative fair values.

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

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets.

Property, plant and equipment acquired in business combination are recognised at fair value at the acquisition date. Subsequent costs are included in the assets carrying value or recognised as a separate assets as appropriate only when it is possible that future economic benefit associated with the item will flow to the Company.

#### Capital work-in-progress

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest."

#### Depreciation methods, estimated useful lives and residual value

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

The estimated useful life of various property, plant and equipment is as under:-

| Description | Useful live (upto) |
|---|---|
| Buildings (RCC frame structure) | 60 years |
| Buildings (Other than RCC frame structure) | 30 years |
| Plant and Machinery | 15 years |
| Vehicles | 8 years |
| Furniture & Fixtures | 10 years |
| Office Equipment | 5 years |
| Computers | 3 years |

The residual values, useful lives and method of depreciation of Property, plant & equipment is reviewed at the end of each financial year and adjusted prospectively if appropriate.

### (l) Intangible assets

#### (i) Initial recognition of intangible assets

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided they meet all of the following recognition requirements:

- the development costs can be measured reliably
- the project is technically and commercially feasible

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

- the Company intends to and has sufficient resources to complete the project
- the Company has the ability to use or sell the software, and
- the software will generate probable future economic benefits."

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

**(ii) Subsequent measurement**

All finite-lived intangible assets, including capitalised internally developed software, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing.

Subsequent expenditures on the maintenance of computer software are expensed as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognised in statement of profit or loss within other income or other expenses.

Intangible assets are amortised over their estimated useful life on straight line method as follows:

(a) Computer software - 5 years

The estimated useful life of the intangible assets and the amortisation year are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

**(m) Employee benefits**

Employee benefits include contribution to provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Standalone Balance Sheet.

**(ii) Defined contribution plans:** Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid.

**(iii) Other long-term employee benefit obligations**

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

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting year, regardless of when the actual settlement is expected to occur. The obligations which are shown as non current liabilities represents entity's unconditional right to defer settlement for at least twelve months after the reporting year as the leaves are subject to approvals.

**(iv) Defined benefit plan**

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Other Comprehensive Income in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average year until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

**(n) Share based payments**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 32.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

**(o) Financial instruments – initial recognition, subsequent measurement and impairment**

**Recognition**

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

**Initial measurement, classification and subsequent measurement of financial assets**

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with Ind AS 115, all financial assets are initially measured at fair value plus, in case of financial assets other than classified as fair value through profit and loss account, transaction costs that are attributable to the acquisition of financial asset. The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

Financial assets, are classified into one of the following categories:

- amortised cost
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).
- The classification is determined by both:
- the entity's business model for managing the financial asset, and
- the contractual cash flow characteristics of the financial asset

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or other income, except for impairment of trade receivables which is presented within impairment losses of financial assets and contract assets.

Interest income and expenses are reported on an accrual basis using the effective interest method. The Company presents interest income on financial assets at FVTPL as a part of fair value changes.

**For purposes of subsequent measurement, financial assets are classified in three categories:**

**Financial assets at amortised cost**

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding After initial recognition, these are measured at amortised cost using the effective interest method."

**Financial assets at FVOCI**

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect" the associated cash flows and sell, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

Any gains or losses recognised in OCI will be recycled upon derecognition of the asset. However, there is an exception to this, which is an irrevocable option to present subsequent changes in the fair value of an investment in equity, in which case there is no recycling even at the time of derecognition, except for dividend income recognised in profit or loss.

**Financial assets at FVTPL**

Financial assets held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at FVTPL. All derivative financial instruments fall into this category (see below).

For all equity investments the Company accounts for the investment at FVTPL. The fair value is determined in line with the requirements of Ind AS 113 'Fair Value Measurement'. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

**Impairment of financial assets**

Ind AS 109's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements included loans and other debt-

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under Ind AS 115 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

(b) Financial assets that are measured at FVTOCI e.g. investment in bonds.

(c) Trade receivables under Ind AS 115.

For recognition of impairment loss on other financial assets, investment in subsidiary and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves and there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL."

**Derecognition of financial assets**

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**Transferred trade receivables**

Transferred trade receivables represents factoring arrangements entered by the Company without recourse for its trade receivable with banks/financial institutions. Under these arrangements, the Company derecognise the receivables from its books since, it transfer substantially all the risks and rewards of ownership of the financial asset (i.e. receivables) and amounts received from the banks are recognised as consideration for the transfer, and any difference between the carrying amount of the receivables and the consideration received is recognised in the statement of profit and loss. The Company does not retain any continuing involvement in respect of such receivables.

**Investment in subsidiaries**

Investment in subsidiary are measured at cost less impairment loss, if any. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of non financial assets is followed.

**Classification and subsequent measurement of financial liabilities**

**The Company's financial liabilities include borrowings, trade payable, other financial liabilities and derivative liabilities**

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at FVTPL. Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss."

All interest-related charges and, if applicable, that are reported in profit or loss are included within finance costs and changes in an instrument's fair value are reported in profit or loss are included within other income/other expenses.

**Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss

**Borrowings and borrowings cost**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the year of the borrowings. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the year of the facility to which it relates.

Borrowings are de-recognised from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting year. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting year with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting year and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**Borrowing costs**

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the year in which they are incurred.

**Derivative financial instruments**

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency contracts to hedge its foreign currency risks in respect of its imports and exports. Derivatives are initially recognised at fair value on the date of executing a derivative contract and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the Standalone Statement of Profit and Loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### (p) Supplier Finance Arrangement

The Company enters into supplier finance arrangements with various finance providers to facilitate the early payment of dues on its behalf to the Company's vendors who may elect to factor their invoice through such financial institutions. The finance providers pay the amounts to a participating vendor in respect of invoices owed by the Company and receive settlement from the Company at a later date. By virtue of commercial agreements with the vendors, the Company remains obligated to settle invoices at the contractually agreed payment terms and is not impacted by the decision of vendor to obtain early financing from the finance providers. In this arrangement, no material extension of payment terms beyond those agreed with suppliers is offered to the Company by the finance providers. Further, the Company is not required to pledge any collateral to secure the transaction, and no fee is re-charged to the Company by the finance provider.

The economic substance of the transaction is determined to be in nature of operating activity where the original contract with the vendors does not get substantially modified on entering into arrangement. Therefore, the Company has disclosed the amounts factored by vendors within trade payables because the nature and function of the liability remains the same as those of other trade payables."

### (q) Fair value measurements

The Company measures financial instruments at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

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

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## 1(iii) Other Accounting Policy Information

### (a) Income tax

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each year adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income . In this case, the tax is also recognised in Other Comprehensive Income.

### (b) Earnings per share

Basic earnings/ (loss) per share is computed by dividing the net profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented in case of share splits.

### (c) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting year.

**(d) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date.

**(e) Segment information**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The Company is in the business of Trading of Building Material Products and hence there is only one reportable operating segment as per 'Ind-AS 108 : Operating Segments'. Accordingly, segment information has been disclosed in the consolidated financial statements.

## 1(iv) Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendments introduce additional disclosure requirements for supplier finance arrangements, including information on the nature of such arrangements, the carrying amount of related liabilities and associated payment terms. Further, such arrangements are to be considered in assessing concentration of liquidity risk. The Company has evaluated these amendments and determined that there is no material impact on its financial statements.

3. Ind AS 12, International tax reform – Pillar Two model rules – Amendments to Ind AS 12, Income Taxes: these amendments provide temporary relief from accounting for deferred taxes arising from the implementation of the Pillar Two model rules and introduce targeted disclosure requirements. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements."

## Standards issued but not yet effective

Classification of Liabilities as current or non-current and non-current liabilities with covenants – amendments to Ind AS 1 - This amendment also includes specific provisions that will take effect from April 1, 2026, as outlined below.

Under the existing Ind AS 1, where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

However, the amended requirements stipulate that entities will no longer be permitted to consider lender waivers that are granted after the reporting date but before the financial statements are approved for the purpose of classification of loans. This amendment is required to be applied retrospectively in accordance with Ind AS 8. The Company does not expect this amendment to have an impact on its operations or financial statements.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 2(a) : Property, Plant and Equipment

(₹ in crores)

| | Freehold Land | Buildings | Plant and Equipment | Furniture & Fixtures | Vehicles | Office Equipments | Computers | Total |
|---|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | | |
| Balance at April 01, 2024 | 30.92 | 0.43 | 6.73 | 0.12 | 0.30 | 0.10 | 0.43 | 39.03 |
| Additions for the year | 31.81 | 47.12 | 46.96 | 0.03 | 0.34 | 0.07 | 0.16 | 126.49 |
| Disposals during the year | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2025** | **62.73** | **47.55** | **53.69** | **0.15** | **0.64** | **0.17** | **0.59** | **165.52** |
| Additions for the year | 37.85 | 4.98 | 46.31 | 0.28 | 0.20 | 0.19 | 0.31 | 90.12 |
| Disposals during the year | - | - | (0.95) | - | (0.33) | - | - | (1.28) |
| **Balance as at March 31, 2026** | **100.58** | **52.53** | **99.05** | **0.43** | **0.51** | **0.36** | **0.90** | **254.36** |
| **Accumulated depreciation** | | | | | | | | |
| Balance at April 01, 2024 | - | 0.01 | 0.25 | 0.01 | 0.02 | 0.01 | 0.05 | 0.35 |
| Depreciation for the year | - | 0.14 | 1.34 | 0.01 | 0.05 | 0.06 | 0.17 | 1.77 |
| Reversal on disposals of assets | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2025** | **-** | **0.15** | **1.59** | **0.02** | **0.07** | **0.07** | **0.22** | **2.12** |
| Depreciation for the year | - | 1.65 | 5.21 | 0.03 | 0.15 | 0.05 | 0.26 | 7.35 |
| Reversal on disposals of assets | - | - | (0.05) | - | (0.14) | - | - | (0.19) |
| **Balance as at March 31, 2026** | **-** | **1.80** | **6.75** | **0.05** | **0.08** | **0.12** | **0.48** | **9.28** |
| Net carrying value | | | | | | | | |
| Balance as at March 31, 2025 | 62.73 | 47.40 | 52.10 | 0.13 | 0.57 | 0.10 | 0.37 | 163.40 |
| **Balance as at March 31, 2026** | **100.58** | **50.73** | **92.30** | **0.38** | **0.43** | **0.24** | **0.42** | **245.08** |

(i) Title deeds of all immovable properties, other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee, are held in the name of the Company, except as disclosed below:

| Description of property | Gross carrying value | Net carrying value | Title deeds in the name of | Whether title deed holder is a Promoter, director or relative of promoter/ director or employee | Date since the property is held | Reason for not being held in name of Company |
|---|---|---|---|---|---|---|
| Land, Raipur | 3.39 | 3.39 | Kintech Renewables Limited | No | August 23, 2023 | Kintech Renewables Limited is erstwhile name of the Company. The Company is in the process of updating its name in the title deeds of its immovable properties. |
| Land, Raipur | 1.15 | 1.15 | | No | August 23, 2023 | |
| Land and Building, Bangalore | 9.60 | 9.57 | | No | July 05, 2023 | |

(ii) Property, plant and equipment other than freehold land have been pledged as security for borrowings as at March 31, 2026 and March 31, 2025. Refer note 16 for loans taken against which these assets are pledged.

(iii) The amount of contractual commitments for the acquisitions of property, plant and equipment are disclosed in Note 30(b).

## 2(a) : Property, Plant and Equipment

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balance at the beginning** | 11.03 | 17.06 |
| Additions during the year* | 59.58 | 61.87 |
| Capitalised during the year | (51.67) | (67.90) |
| **Balance as at year end** | **18.94** | **11.03** |

*Includes certain directly attributable expenses incurred towards professional and consulting services amounting to ₹ 2.08 crores (March 31, 2025 : ₹ 0.27 crores).

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

**Ageing of Capital work-in-progress (CWIP) is as below :** (₹ in crores)

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 year | Total |
| Project in progress | 18.94 | - | - | - | 18.94 |
| Project temporarily suspended | - | - | - | - | - |
| **Closing balance as at March 31, 2026** | **18.94** | **-** | **-** | **-** | **18.94** |

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 year | Total |
| Project in progress | 11.03 | - | - | - | 11.03 |
| Project temporarily suspended | - | - | - | - | - |
| **Closing balance as at March 31, 2025** | **11.03** | **-** | **-** | **-** | **11.03** |

(i) There are no capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original/revised plan.

## 2(c) : Intangible assets

(₹ in crores)

| Particulars | Computer software | Total |
|---|---|---|
| **Gross Block** | | |
| Balance at April 01, 2024 | - | - |
| Additions for the year | 0.51 | 0.51 |
| **Balance at March 31, 2025** | **0.51** | **0.51** |
| Additions for the year | - | - |
| Disposals during the year | - | - |
| **Balance as at March 31, 2026** | **0.51** | **0.51** |
| **Amortisation** | | |
| Balance at April 01, 2024 | - | - |
| Amortisation for the year | 0.06 | 0.06 |
| **Balance at March 31, 2025** | **0.06** | **0.06** |
| Amortisation for the year | 0.10 | 0.10 |
| **Balance as at March 31, 2026** | **0.16** | **0.16** |
| **Net carrying value** | | |
| Balance at March 31, 2025 | 0.45 | 0.45 |
| **Balance as at March 31, 2026** | **0.35** | **0.35** |

(i) There are no contractual commitments for the acquisitions of Intangible assets.

## 2(d) : Right-of-use assets and lease liabilities

(₹ in crores)

| Particulars | Land | Building | Total |
|---|---|---|---|
| **Balance as at April 1, 2024** | - | 0.38 | 0.38 |
| Additions during the year | 19.03 | - | 19.03 |
| Depreciation during the year | (0.01) | (0.17) | (0.18) |
| Other adjustments | - | (0.03) | (0.03) |
| **Balance as at March 31, 2025** | **19.02** | **0.18** | **19.20** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 2(d) : Right-of-use assets and lease liabilities (Contd.)

(₹ in crores)

| Particulars | Land | Building | Total |
|---|---|---|---|
| Additions during the year | 12.54 | - | 12.54 |
| Disposal during the year | - | (0.09) | (0.09) |
| Depreciation during the year | (0.30) | (0.09) | (0.39) |
| **Balance as at March 31, 2026** | **31.26** | **-** | **31.26** |

**(i)** Right-of-use assets (ROU) assets are amortised from the commencement date on a straight-line basis over the lease term. The lease term was 36 months for building and ranges between 80 to 99 years for lands.

**(ii) The following is the break-up of current and non-current lease liabilities as at March 31, 2026 and March 31, 2025:**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current lease liability | 0.04 | 0.20 |
| Non-current lease liability | 0.53 | - |
| **Total** | **0.57** | **0.20** |

**(iii) The following is the movement in lease liabilities during the year ended March 31, 2026 and March 31, 2025 :**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Balance at the beginning | 0.20 | 0.40 |
| Additions | 0.54 | - |
| Interest expense on lease liabilities | 0.03 | 0.03 |
| Deletions/Adjustments | (0.10) | (0.03) |
| Payment of lease liabilities | (0.10) | (0.20) |
| **Balance at the end** | **0.57** | **0.20** |

**(iv) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2026 and March 31, 2025 :**

**As on 31 March 2026**

(₹ in crores)

| | Undiscounted lease payments | Interest expense | Net present value |
|---|---|---|---|
| Less than one year | 0.04 | 0.04 | 0.00 |
| One to five years | 0.21 | 0.21 | 0.00 |
| More than five years | 3.90 | 3.33 | 0.57 |
| **Total** | **4.15** | **3.58** | **0.57** |

**As on 31 March 2025**

(₹ in crores)

| | Undiscounted lease payments | Interest expense | Net present value |
|---|---|---|---|
| Less than one year | 0.21 | 0.01 | 0.20 |
| One to five years | - | - | - |
| More than five years | - | - | - |
| **Total** | **0.21** | **0.01** | **0.20** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 2(d) : Right-of-use assets and lease liabilities (Contd.)

**(v)** The Company's lease asset class primarily consists of leases for land and buildings with the exception of short-term leases, leases of low-value underlying asset and cancellable long-term leases, each lease is reflected on the balance sheet as a right of use asset and a lease liability.

The weighted average lessee's incremental borrowing rate applied for the lease liabilities ranges from 7.75% to 8.75%. Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right of use asset can only be used by the Company. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets other than leasehold lands as security against the Company's other debts and liabilities.

**(vi)** The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**(vii)** The Company has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) and for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Short-term leases | 0.13 | 0.12 |
| **Total** | **0.13** | **0.12** |

(viii) Refer note 26 and 27 for interest expense and depreciation charged in Standalone statement of profit and loss. The total cash outflow for lease payment for the year ended March 31, 2026 is ₹ 0.10 crores (March 31, 2025: ₹ 0.20 crores).

(ix) Lease deeds of all right-of-use assets are held in the name of the Company.

(x) Company does not have any leases with variable lease payments.

(xi) Property leases contain extension options exercisable by the Company post mutual discussion for specified number of years after the end of the non-cancellable contract period. Where practicable the extension options held are exercisable only by the Company, the Company seeks to include extension options in new leases to provide operational flexibility. The Company assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control. Where the extension options held are exercisable by mutual discussion between the Company and the lessors, the extension period is not included in lease term.

(xii) Company does not provide any residual value guarantee in relation to its leases.

(xiii) Company does not have any sublease and assignment rights as per the lease agreements.

## 3. Investments (Non-current)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Investment in wholly owned subsidiaries - (at cost) (unquoted, fully paid) :** | | |
| (i) 14,410 (March 31, 2025 : 14,410) equity shares of AED 5,000 each in SG Marts FZE (Refer note (i) below) | 167.16 | 167.16 |
| (ii) 1,00,000 (March 31, 2025 : 1,00,000) equity shares of ₹ 10 each in SG Super 101 Private Limited (Refer note (ii) below) | 0.10 | 0.10 |
| **Total** | **167.26** | **167.26** |

**Notes :**

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 3. Investments (Non-current) (Contd.)

(i) The Company has invested ₹ 120.25 crores (equivalent to AED 5,20,00,000) and further invested ₹ 46.79 crores (equivalent to AED 2,00,00,000) on December 4, 2024 and January 6, 2025 in SG Marts FZE separately by subscribing to 10,400 and 4,000 equity shares respectively of AED 5,000 each.

(ii) The subsidiary having its principle place of business in the Jebel Ali Free Zone, Dubai, United Arab Amirates, was incorporated on January 24, 2024 through initial investment of Rs .11 crores by subscribing 10 10 equity share of AED 5,000 each.

(iii) The Company incorporated a wholly owned subsidiary, SG Super 101 Private Limited, on August 6, 2024 by investing ₹ 0.11 crores for subscribing 1,00,000 equity shares of ₹ 10 each. The subsidiary has its registered place of business in Delhi, India.

(iv) These investments were tested for impairment in accordance with Ind AS 36 "Impairment of Assets" concluding no impairment to the carrying values.

## 4. Loans (Non-current)

(Unsecured, considered good) (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Loan to subsidiary company | - | 147.73 |
| **Total** | **-** | **147.73** |

**Notes :**

(i) During the year, the Company received repayment of a loan amounting to ₹147.73 crores from its wholly owned subsidiary viz. SG Marts FZE. The loan was granted in the previous year to meet the subsidiary's operational requirements. It carried an interest rate of 8.50% per annum and was repayable within a period of up to five years from the respective dates of the agreement.

(ii) The loans granted were tested for impairment in accordance with Ind AS 109 concluding no impairment to the carrying values.

(iii) There are no loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013) that are either repayable on demand or without specifying any terms or period of repayment.

(iv) There are no loans due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member.

(v) Refer note 38 for disclosure as per Regulations 34(3) and 53(f) of Securities Exchange Board of India - Listing Obligations and Disclosure Requirements (LODR) and Section 186(4) of the Companies Act, 2013.

## 5. Other financial assets (Non-current)

(Unsecured, considered good) (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Security deposits | 1.00 | 0.45 |
| **Total** | **1.00** | **0.45** |

## 6. Other non-current assets

(Unsecured, considered good) (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Capital advances* | 118.46 | 9.16 |
| **Total** | **118.46** | **9.16** |

*There are no advances due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 7. Inventories

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Raw materials | 19.62 | - |
| Finished goods (including goods in transit of ₹ 5.29 crores (March 31, 2025: Nil )) | 15.26 | 0.77 |
| Stock-in-trade (including goods in transit of ₹ 8.95 crores (March 31, 2025: ₹ 2.93 crores)) | 181.95 | 193.83 |
| Stores and spares | 2.15 | 0.36 |
| **Total** | **218.98** | **194.96** |

**Notes :**

(i) The method of valuation of inventories has been stated in note 1(ii)(j) of material accounting policy information.

(ii) Inventories have been hypothecated towards Company's borrowings from banks (Refer note 16).

(iii) The cost of inventories recognised as an expense during the year are disclosed in Note 23, Note 24 and Note 28.

## 8. Trade receivables

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Trade receivables - considered good, unsecured | 94.53 | 246.16 |
| (b) Trade receivables - credit impaired, unsecured | 6.15 | 5.53 |
| (c) Less : Allowance for expected credit losses (Refer note 35 (b)) | (6.15) | (5.53) |
| **Total** | **94.53** | **246.16** |

**Ageing of trade receivables and credit risk arising there from is as below :**

(₹ in crores)

| Particulars | As at March 31, 2026 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | | |
| | Unbilled | Not yet due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - considered good | - | - | 93.73 | 0.80 | - | - | - | 94.53 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | 0.79 | 0.40 | 0.22 | - | 1.41 |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - | - |
| Disputed trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | 0.00 | 4.74 | - | 4.74 |
| | **-** | **-** | **93.73** | **1.59** | **0.40** | **4.96** | **-** | **100.68** |
| Less : Allowance for expected credit losses | | | | | | | | (6.15) |
| **Net trade receivables** | | | | | | | | **94.53** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 8. Trade receivables (Contd.)

**Ageing of trade receivables and credit risk arising there from is as below :** (₹ in crores)

| Particulars | As at March 31, 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | | |
| | Unbilled | Not yet due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - considered good | 0.44 | - | 244.61 | 1.11 | - | - | - | 246.16 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | 0.57 | 4.14 | - | - | 4.71 |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - | - |
| Disputed trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | 0.82 | - | - | 0.82 |
| | **0.44** | **-** | **244.61** | **1.68** | **4.96** | **-** | **-** | **251.69** |
| Less : Allowance for expected credit losses | | | | | | | | (5.53) |
| **Net trade receivables** | | | | | | | | **246.16** |

**Notes :**

(i) Trade receivables have been hypothecated towards Company's borrowings from banks (Refer note 16).

(ii) There are no amounts due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

(iii) The average credit period on sale of goods is 0-60 days. In some cases interest has been charged on the trade receivables for the amount overdue above the credit period.

(iv) Refer note 33 for amount due from related party.

(v) The carrying amount of trade receivable does not include receivables of ₹ 16.31 crores (March 31, 2025: Nil) which are subject to a factoring arrangement. Under this arrangement, the Company has transferred the relevant receivables to the factor in exchange for cash on non-recourse basis. The Company, therefore, has derecognised the said receivables under the said arrangement.

(vi) The change in trade receivables during the year arose due to a higher proportion of sales to customers operating under short-term payment arrangements.

## 9. Cash and cash equivalents

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Cash on hand | 0.00 | 0.00 |
| (b) Balances with banks - in current accounts | 0.00 | 0.00 |
| (c) Bank deposits with original maturity of less than three months | 510.90 | - |
| **Total** | **510.90** | **0.00** |

**Note :**

There are no restrictions on usage of cash and cash equivalents by the Company as at the end of current and previous year.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 10. Bank balances other than cash and cash equivalents

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(a) Earmarked accounts** | | |
| (i) Bank deposits with original maturity of more than 3 months but remaining maturity less than 12 months* | 456.15 | 1,020.75 |
| (ii) Unpaid dividend accounts (Earmarked against the corresponding provision, Refer note 18) | 0.00 | 0.00 |
| **Total** | **456.15** | **1,020.75** |

*The Company has taken fixed deposit overdraft facilities from banks against which fixed deposits have been pledged as security with banks (Refer note 16).

## 11. Other financial assets (Current)

(Unsecured, considered good)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Interest accrued but not due on bank deposits | 2.98 | 4.27 |
| (b) Interest accrued and due on bank deposits | - | 11.21 |
| (c) Interest accrued and due on loans given to related parties (Refer note 33) | - | 0.88 |
| (d) Guarantee commission receivable (Refer note 33) | 0.81 | - |
| **Total** | **3.79** | **16.36** |

## 12. Other current assets

(Unsecured, considered good)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Balances with government authorities | 48.15 | 48.66 |
| (b) Prepaid expenses | 1.65 | 2.96 |
| (c) Advance to suppliers | 15.62 | 202.11 |
| (d) Other receivables | 1.43 | 0.67 |
| (e) Advance to employees* | 0.36 | 0.06 |
| **Total** | **67.21** | **254.46** |

*Advances to employees include an advance against salary to the Whole-time Director amounting to ₹0.32 crores (31 March 2025 : Nil) (Refer Note 33). The above advance extended in accordance with the Company's policy applicable to all employees, and does not constitute a loan under Section 185 of the Companies Act, 2013. Except for the aforesaid, there are no advances due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member.

## 13 (a) Equity share capital

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **Authorised capital** | | | | |
| Equity shares of ₹ 1 each (March 31, 2025 : ₹ 1 each) | 150,000,000 | 15.00 | 150,000,000 | 15.00 |
| | **150,000,000** | **15.00** | **150,000,000** | **15.00** |
| **Issued capital** | | | | |
| Equity shares of ₹ 1 each (March 31, 2025 : ₹ 1 each) | 126,000,000 | 12.60 | 112,382,000 | 11.24 |
| | **126,000,000** | **12.60** | **112,382,000** | **11.24** |
| **Subscribed and fully paid up capital** | | | | |
| Equity shares of ₹ 1 each (March 31, 2025 : ₹ 1 each) | 126,000,000 | 12.60 | 112,382,000 | 11.24 |
| | **126,000,000** | **12.60** | **112,382,000** | **11.24** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 13 (a) Equity share capital (Contd.)

**(i) Reconciliation of the number of shares and amount outstanding as at March 31, 2026 and March 31, 2025 :**

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **Outstanding at the beginning of the year** | 112,382,000 | 11.24 | 111,540,000 | 11.15 |
| Add: Conversion of warrants in equity shares (Refer note (vi) below) | 6,809,000 | 0.68 | 421,000 | 0.04 |
| Add: Issue of equity shares upon conversion of warrants during the year on account of bonus issue as referred in note (iii) below | 6,809,000 | 0.68 | 421,000 | 0.04 |
| **Outstanding at the end of the year** | **126,000,000** | **12.60** | **112,382,000** | **11.24** |

**(ii) Rights, preferential and restrictions attached to equity shares**

(a) The Company has one class of equity shares having a par value of ₹ 1 each (March 31, 2025 : ₹ 1 each). Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) The Company has allotted 3,000,000 equity shares of face Value of ₹10/- each, at an issue price of Rs. 450/- per equity share, which included a premium of Rs. 440 per equity share, on July 10, 2023 through preferential issue approved by the Board of Directors on April 3, 2023 and further approved by the shareholders on May 5, 2023. Out of 3,000,000 equity shares 800,000 shares were locked in upto February 17, 2025.

Further allotted 1,577,000 equity shares of face Value of ₹10/- each, at an issue price of Rs. 5,000/- per equity share, which included a premium of Rs. 4,990 per equity share, on November 28, 2023 through preferential issue approved by the Board of Directors on September 23, 2023 and further approved by the shareholders on October 24, 2023 and were locked-in upto July 14, 2024.

(iii) Board of Directors in its Meeting held on January 8, 2024, had approved a proposal of issue of Bonus equity shares to the equity shareholders of the Company in the ratio of 1:1 i.e. 1 (One) Equity Shares for every 1 (One) Equity Shares having a face value of ₹ 1/- (considering the post sub-division/split of face value of equity shares) held by the Eligible equity shareholders of the Company as on the record date, which is approved by shareholders of the Company through postal ballot and e-voting. The record date for the said sub-division was set at February 22, 2024.

The Company allotted 55,770,000 equity shares as fully paid bonus shares by capitalisation of profit transferred from retained earnings amounting to ₹ 5.58 crores.

(iv) The Nomination and Remuneration Committee of the Company at its meeting held on April 16, 2024 and July 25, 2025, granted 300,500 and 390,000 stock options,respectively, to its eligible employees under the Kintech Renewables Limited Employees Stock Option Scheme – 2023. The stock options will vest over a period of 5 years. Further, the Board of Directors of the Company approved the change in name of "Kintech Renewables Limited Employees Stock Option Scheme-2023" to "SG Mart Limited Employees Stock Option Scheme-2023", to align with the change in name of the Company (Refer note 32).

(v) For the period of five years immediately preceding the date of the Balance Sheet, The Company has neither bought back any class of equity shares nor issued shares pursuant to contract(s) without payment being received in cash.

However, the Board of Directors, in its Meeting held on January 8, 2024, had approved a proposal of issue of Bonus equity shares to the equity shareholders of the Company in the ratio of 1:1 i.e. 1 (One) Equity Shares for every 1 (One) Equity Shares having a face value of ₹ 1/- (considering the post sub-division/split of face value of equity shares) held by the Eligible equity shareholders of the Company as on the record date, which is approved by shareholders of the Company through postal ballot and e-voting. The record date for the said sub-division was set at February 22, 2024.

The Company allotted 55,770,000 equity shares as fully paid bonus shares by capitalisation of profit transferred from retained earnings amounting to ₹ 5.58 crores.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 13 (a) Equity share capital (Contd.)

(vi) During the year ended March 31, 2024, the Company made a preferential issue and allotment of 723,000 convertible warrants at a price of ₹5,000 per warrant (face value of ₹10 each, including a premium of ₹4,990 per warrant), aggregating to ₹90.37 crores, representing 25% of the total consideration received upfront.

Further, during the years ended March 31, 2025 and March 31, 2026, the Company received the balance 75% consideration amounting to ₹271.13 crores against the conversion of 723,000 warrants. Pursuant to such conversion, the Company issued and allotted 8,42,000 and 1,36,18,000 equity shares during the years ended March 31, 2025 and March 31, 2026, respectively, at an effective price of ₹250 per share (face value of ₹1 each) to the warrant holders, in the ratio of 20 (twenty) equity shares for each warrant, after giving effect to the sub-division (stock split) and bonus issue effected on February 22, 2024."

(vii) Net proceeds of ₹ 1,285.00 crores were received from the issue of equity shares referred in note (ii) (b) and (vi) above and convertible warrants referred in note 13(a) (i), which has been fully utilised for working capital requirements and general corporate purposes.

### (viii) Details of shares held by each shareholder holding more than 5% shares:-

| Name of shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of shares held | % holding | Number of shares held | % holding |
| **Equity shares with voting rights** | | | | |
| Dhruv Gupta | 34,300,000 | 27.22 | 34,300,000 | 30.52 |
| Meenakshi Gupta | 11,400,000 | 9.05 | 11,400,000 | 10.14 |
| Rohan Gupta | 11,200,000 | 8.89 | - | - |
| Neera Gupta | 11,160,000 | 8.86 | 11,160,000 | 9.93 |

### (ix) Shares held by promoters at the end of the year

| Name of promoter | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of shares held | % holding | Number of shares held | % holding |
| Dhruv Gupta | 34,300,000 | 27.22 | 34,300,000 | 30.52 |
| Meenakshi Gupta | 11,400,000 | 9.05 | 11,400,000 | 10.14 |

### (x) % Change in shares held by promoters

| Name of promoter | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Dhruv Gupta | (3.30) | (9.71) |
| Meenakshi Gupta | (1.09) | (2.32) |

# Promoters for the purpose of this disclosure means promoters as defined under section 2(69) of the Companies Act, 2013.

## 13(b) Other equity

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Securities premium | 1,279.70 | 939.94 |
| General reserve | 0.20 | 0.20 |
| Retained earnings | 246.66 | 160.35 |
| Share option outstanding account | 2.65 | 1.54 |
| Money received against share warrants (Refer note 13(vi) above) | - | 85.12 |
| **Total** | **1,529.21** | **1,187.15** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 13(b) Other equity (Contd.)

**Notes** (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(ii) Securities premium** | | |
| Balance at the beginning of the year | 939.94 | 918.93 |
| Add: Additions on account of issue of equity shares | 339.76 | 21.01 |
| **Balance at the end of the year** | **1,279.70** | **939.94** |
| **(ii) General reserve** | | |
| Balance at the beginning of the year | 0.20 | 0.20 |
| **Balance at the end of the year** | **0.20** | **0.20** |
| **(iii) Retained earnings** | | |
| Balance at the beginning of the year | 160.35 | 66.43 |
| Add: Total comprehensive income for the year | 86.99 | 93.96 |
| Less: Issue of bonus shares (Refer note 13 (iii)) | (0.68) | (0.04) |
| **Balance at the end of the year** | **246.66** | **160.35** |
| **(iv) Share option outstanding account** | | |
| Balance at the beginning of the year | 1.54 | - |
| Add: Addition during the year | 1.11 | 1.54 |
| Balance at the end of the year | **2.65** | **1.54** |
| **(v) Money received against convertible warrants** | | |
| Balance at the beginning of the year | 85.12 | 90.38 |
| Add: Amount received against warrants | 255.34 | 15.79 |
| Less: Conversion to equity shares | (340.46) | (21.05) |
| **Balance at the end of the year** | **-** | **85.12** |

**Nature and purpose of Reserves :-**

(i) **Securities premium :** Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The reserve is utilised in accordance with the provisions of the Indian Companies Act, 2013 ("the Companies Act").

(ii) **General reserve :** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. General reserves represents the free profits of the Company available for distribution. As per the Companies Act, certain amount was required to be transferred to General Reserve every time Company distribute dividend. General reserve is not an item of OCI, items included in the general reserve will not be reclassified to profit or loss.

(iii) **Retained earnings :** It represents unallocated/un-distributed profits of the Company. The amount that can be distributed as dividend by the Company to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus amount reported above are not distributable in entirety.

(iv) **Share option outstanding account :** The share option outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and it is adjusted upon exercise and forfeiture/cancellation of option. (Refer note 32)

(v) **Money received against share warrants:** Represents amount received towards preferential allotment of convertible warrants issued.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 14. Provisions

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non-current** | | |
| **Provision for employee benefits :** | | |
| Provision for compensated absences (Refer note 31) | - | 0.46 |
| Provision for gratuity (Refer note 31) | 0.59 | 0.34 |
| **Total** | **0.59** | **0.80** |
| **Current** | | |
| **Provision for employee benefits :** | | |
| Provision for compensated absences (Refer note 31) | 0.70 | 0.12 |
| Provision for gratuity (Refer note 31) | 0.00 | 0.00 |
| **Total** | **0.70** | **0.12** |

## 15. Deferred tax liabilities / (assets) (net)

### (a) Component of deferred tax assets and liabilities are :-

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Deferred tax liabilities on account of | | |
| - Property, plant and equipment and other intangible assets | 4.37 | 1.73 |
| **Total deferred tax liabilities (A)** | **4.37** | **1.73** |
| Deferred Tax Assets on account of | | |
| - Provision for employee benefit expenses | 0.38 | 0.26 |
| - Expenses allowable for tax purposes on payment basis | - | 0.13 |
| - Allowance for expected credit loss | 1.55 | 1.39 |
| - Right-of-use asset and lease liabilities | 0.00 | 0.01 |
| **Total deferred tax assets (B)** | **1.93** | **1.79** |
| **Disclosed as deferred tax liabilities / (assets) (Net) (A-B)** | **2.44** | **(0.06)** |

### (b) Movement in deferred tax (asset) / liabilities

| Particulars | As at March 31, 2025 | Recognised in statement of profit and loss | Recognised in other comprehensive income* | As at March 31, 2026 |
|---|---|---|---|---|
| **Deferred tax liabilities (A)** | | | | |
| Property, plant and equipment and other intangible assets | 1.73 | 2.64 | - | 4.37 |
| **Total** | **1.73** | **2.64** | **-** | **4.37** |
| **Deferred tax assets (B)** | | | | |
| Provision for employee benefit expenses | 0.26 | 0.18 | (0.06) | 0.38 |
| Expenses allowable for tax purposes on payment basis | 0.13 | (0.13) | - | - |
| Allowance for expected credit loss | 1.39 | 0.16 | - | 1.55 |
| Right-of-use asset and lease liabilities | 0.01 | (0.01) | - | - |
| **Total** | **1.79** | **0.20** | **(0.06)** | **1.93** |
| **Net deferred tax liabilities/(assets) (A-B)** | **(0.06)** | **2.44** | **0.06** | **2.44** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 15. Deferred tax (assets) / liabilities (net) (Contd.)

### (b) Movement in deferred tax (asset) / liabilities

| Particulars | As at March 31, 2024 | Recognised in statement of profit and loss | Recognised in other comprehensive income* | As at March 31, 2025 |
|---|---|---|---|---|
| **Deferred tax liabilities (A)** | | | | |
| Property, plant and equipment and other intangible assets | 0.22 | 1.51 | - | 1.73 |
| **Total** | **0.22** | **1.51** | **-** | **1.73** |
| **Deferred tax assets (B)** | | | | |
| Provision for employee benefit expenses | 0.06 | 0.22 | (0.02) | 0.26 |
| Expenses allowable for tax purposes on payment basis | 0.03 | 0.10 | - | 0.13 |
| Allowance for expected credit loss | - | 1.39 | - | 1.39 |
| Right-of-use asset and lease liabilities | - | 0.01 | - | 0.01 |
| **Total** | **0.09** | **1.72** | **(0.02)** | **1.79** |
| **Net Deferred tax liabilities (A-B)** | **0.13** | **(0.21)** | **0.02** | **(0.06)** |

*The amounts recognised in other comprehensive income relate to the re-measurement of post employment benefit obligation.

## 16. Borrowings (current)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Loan repayable on demand** | | |
| - From banks (Secured) | | |
| (i) Working capital facilities | 14.98 | 689.04 |
| **Total** | **14.98** | **689.04** |

**Notes:**

(i) Working capital facilities includes working capital demand loans, cash credit limits and fixed deposit overdrafts bearing interest at the rate of between 6.40% to 8.30% per annum for the year ended March 31, 2026 (March 31, 2025 : 7.50% to 8.30% per annum) are secured by first pari passu charge on entire present and future current assets and movable fixed assets of the company. Credit facilities are further secured by personal guarantee of the Mr. Sameer Gupta and Mr. Dhruv Gupta (Refer note 33). The carrying amount is a reasonable approximation of the fair value of these borrowings.

(ii) All the quarterly statements of current assets filed by the Company with banks are in agreement with books of accounts.

(iii) There has been no default in servicing of loans and interest payable thereon during and as at the end of the year.

(iv) Refer note 36 for reconciliation of borrowings.

## 17. Trade payables

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises (MSME) (Refer note 39) | 3.56 | 1.03 |
| Total outstanding dues of creditors other than MSME* | 356.42 | 324.87 |
| | **359.98** | **325.90** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 17. Trade payables (Contd.)

### Ageing of trade payables

| Particulars | As at March 31, 2026 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 3.56 | - | - | - | 3.56 |
| Others | 8.64 | - | 347.78 | 0.00 | - | - | 356.42 |
| Disputed dues-MSME | - | - | - | - | - | - | - |
| Disputed - Others | - | - | - | - | - | - | - |
| | **8.64** | **-** | **351.34** | **0.00** | **-** | **-** | **359.98** |

### Ageing of trade payables

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 1.03 | - | - | - | 1.03 |
| Others | 6.44 | - | 318.43 | - | - | - | 324.87 |
| Disputed dues-MSME | - | - | - | - | - | - | - |
| Disputed - Others | - | - | - | - | - | - | - |
| | **6.44** | **-** | **319.46** | **-** | **-** | **-** | **325.90** |

*Trade payable includes the balances factored by the vendors under supplier finance arrangement disclosed below.

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Carrying amount of liabilities under supplier finance arrangement** | | |
| Presented within trade payables | 329.33 | - |
| - Of which suppliers have received payment from the finance provider | 329.33 | - |
| **Range of payment due dates (days after invoice date)** | | |
| - Liabilities that are part of the arrangement | 15-90 days | - |
| - Comparable trade payables that are not part of an arrangement | 0-90 days | - |

## 18. Other financial liabilities (Current)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Unclaimed dividend* (Refer note 10) | 0.00 | 0.00 |
| (b) Employee benefits payable | 1.54 | 1.31 |
| (c) Interest accrued but not yet due on borrowings | 2.84 | 1.82 |
| (d) Creditors for capital expenditure** | 1.97 | 10.67 |
| | **6.35** | **13.80** |

*The amount due during the year have been duly transferred to Investor Education and Protection fund (IEPF) and there is no amount outstanding to be credited to the IEPF.

**The creditors for capital expenditure include balance amounting to ₹ 0.24 crores (March 31, 2025 ₹ 0.16 crores) due to micro or small enterprises, as defined under the MSMED Act, 2006'

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 19. Other current liabilities

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Statutory dues payable | 2.28 | 3.19 |
| (b) Corporate social responsibility payable (Refer note 40) | 1.41 | - |
| (c) Advance from customers (Refer note 21) | 1.74 | 16.65 |
| **Total** | **5.43** | **19.84** |

## 20. Current tax liabilities (net)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Provision for tax (net of advance tax) | 1.06 | 3.34 |
| **Total** | **1.06** | **3.34** |

**A. The key components of income tax expense :**

**Standalone statement of profit and loss:**

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (i) Recognised in profit and loss | | |
| (a) Current tax | 27.44 | 32.41 |
| (b) Deferred tax charge / (credit) | 2.44 | (0.21) |
| (c) Adjustment of tax relating to earlier year | (0.04) | 0.49 |
| **Income tax expense reported in the standalone statement of profit and loss** | **29.84** | **32.69** |
| (ii) Recognised in other comprehensive income (OCI) | | |
| Deferred tax related to items recognised in OCI during the year : | | |
| (a) Remeasurements of post employment benefit obligation | (0.06) | (0.02) |
| **Tax charged to OCI** | **(0.06)** | **(0.02)** |

**B. Numerical reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:**

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Profit before tax as per standalone statement of profit and loss** | **116.67** | **126.59** |
| Domestic tax rate for the Company | 25.17% | 25.17% |
| Expected income tax expense | 29.36 | 31.86 |
| **Increase/(decrease) in taxes on account of:** | | |
| (i) Items not deductible | 0.49 | 0.33 |
| (ii) Others | 0.03 | 0.01 |
| (iii) Income tax of earlier year | (0.04) | 0.49 |
| **Tax expense as reported standalone statement of profit and loss** | **29.84** | **32.69** |

## 21. Revenue from operations

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Sale of products (Refer note (i) below) | 5,520.16 | 5,508.58 |
| Sale of services (Refer note (i) below) | 6.96 | 3.01 |
| Other operating revenue (Refer note (ix) below) | 13.20 | - |
| **Total** | **5,540.32** | **5,511.59** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 21. Revenue from operations (Contd.)

**Notes :**

**(i) Reconciliation of revenue recognised with contract price :**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Contract price | 5,550.16 | 5,541.41 |
| **Adjustments for:** | | |
| Discount and incentives | (23.04) | (29.82) |
| **Revenue from operations** | **5,527.12** | **5,511.59** |

**(ii) Revenue from Contracts with Customers disaggregated based on geography :**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Within India | 5,304.62 | 5,382.33 |
| United Arab Emirates | 222.50 | 129.26 |
| **Revenue from operations** | **5,527.12** | **5,511.59** |

**(iii) Assets and liabilities related to contracts with customers :**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Current asset** | | |
| Trade receivables | 100.68 | 251.69 |
| Less : Allowance for expected credit losses | (6.15) | (5.53) |
| | **94.53** | **246.16** |
| **Current liabilities** | | |
| Contract liabilities -Advances from customer | 1.74 | 16.65 |
| | **1.74** | **16.65** |

**(iv) Changes in the contract liabilities balances during the year are as follows:**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Balance at the beginning of the year | 16.65 | 10.31 |
| Addition during the year | 1.74 | 16.65 |
| Revenue recognised during the year | (16.65) | (10.31) |
| **Balance at the closing of the year** | **1.74** | **16.65** |

**(v)** Revenue from Contracts with Customers is recognised at a point in time.

**(vi)** The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. Further, there are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

**(vii)** Payment terms with customers vary depending upon the contractual terms of each contract and generally falls within 0-60 days from the completion of performance obligation.

**(viii)** During the year, no single customer accounted for over ten percent of the revenue. However, in the previous year, revenue of ₹1,080.26 crores was derived from one customer for over ten percent of the revenue.

**(ix)** Other operating revenue pertains to revenue from sale of scrap.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 22. Other income

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Interest on financial assets carried at amortised cost | | |
| (i) Interest income on fixed deposits | 67.28 | 77.67 |
| (ii) Interest income on loan to related party (Refer note 33) | 2.20 | 4.30 |
| (iii) Interest income on others | 0.57 | 0.49 |
| (iv) Unwinding of interest on financial assets carried at amortised cost | 0.00 | 0.00 |
| Exchange fluctuation gain | 1.09 | - |
| Profit on derivatives measured at fair value through profit and loss account | - | 1.58 |
| Gain on lease termination | 0.01 | - |
| Guarantee commission Income | 0.75 | - |
| Miscellaneous income | 0.00 | 0.00 |
| **Total** | **71.90** | **84.04** |

## 23. Cost of materials consumed

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Inventories at the beginning of the year | - | - |
| Add: Purchases during the year | 442.14 | 25.01 |
| Less: Inventories at the end of the year | 19.62 | - |
| **Total Cost of materials consumed** | **422.52** | **25.01** |

## 24. Changes in inventories of finished goods and stock-in-trade

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Inventories at the beginning of the year:** | | |
| Stock-in-trade | 193.83 | 71.25 |
| Finished goods | 0.77 | - |
| Stores and spares | 0.36 | - |
| | **194.96** | **71.25** |
| **Inventories at the end of the year:** | | |
| Stock-in-trade | 181.95 | 193.83 |
| Finished goods | 15.26 | 0.77 |
| Stores and spares | - | 0.36 |
| | **197.21** | **194.96** |
| **Total** | **(2.25)** | **(123.71)** |

## 25. Employee benefits expense

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Salaries, wages and bonus | 24.88 | 13.90 |
| Contribution to provident fund and other funds (Refer note 31) | 0.74 | 0.46 |
| Share-based payments expenses (Refer note 32) | 1.11 | 1.54 |
| Staff welfare expenses | 0.29 | 0.09 |
| Directors sitting fees | 0.30 | 0.15 |
| **Total** | **27.32** | **16.14** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 25. Employee benefits expense (Contd.)

During the year, the Company recognised an amount of ₹ 2.63 crores (March 31, 2025 ₹ 2.50 crores) as remuneration to key managerial personnel (KMP). The details of such remuneration is as below :-

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (i) Short-term employee benefits* | 2.40 | 2.44 |
| (ii) Post employment benefits** | 0.09 | 0.06 |
| (iii) Other long-term employee benefits** | 0.14 | - |
| | **2.63** | **2.50** |

*Stock options have been granted to KMPs of the Company. The number of stock options granted to such KMPs outstanding as at March 31, 2026 is 70,000 (March 31, 2025: 45,000). However, as the liability has not been determined for individual employees, the charge thereof for the individual employees is not disclosed.

** Provisions for contribution to gratuity, leave encashment and other defined benefit are not determined by actuary on individual basis at the end of each year, accordingly, have not been considered in the above information. The amount is disclosed only at the time of payment.

## 26. Finance costs

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Interest expense for borrowings at amortised cost | | |
| (i) Interest on working capital facilities | 42.85 | 41.02 |
| (ii) Exchange differences regarded as an adjustment to borrowing costs | 0.16 | 0.92 |
| Interest on lease liabilities (note 2(d)) | 0.03 | 0.03 |
| Interest to MSME payable | 0.09 | - |
| Interest on taxes | 0.07 | 0.18 |
| Other borrowing cost | 1.33 | 1.62 |
| **Total** | **44.53** | **43.77** |

## 27. Depreciation and amortisation expenses

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Depreciation on property, plant and equipment (Refer note 2(a)) | 7.35 | 1.77 |
| Amortisation of intangible assets (Refer note 2(c)) | 0.10 | 0.06 |
| Depreciation of right of use assets (Refer note 2(d)) | 0.39 | 0.18 |
| | **7.84** | **2.01** |

## 28. Other expenses

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Freight outward | 26.59 | 13.82 |
| Rent (Refer note 2 (d) (vii)) | 0.13 | 0.12 |
| Consumption of stores and spares | 2.41 | 0.06 |
| Legal and professional charges | 4.04 | 1.96 |
| Payment to auditors (Refer note (i) below) | 0.45 | 0.29 |
| Loading and unloading expenses | - | 0.12 |
| Loss on sale of property, plant and equipment (net) | 0.07 | - |
| Advertisement and sale promotion | 7.14 | 15.05 |
| Commission | 1.73 | - |
| Corporate social responsibility expenditure (Refer note 40) | 1.41 | 0.53 |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 28. Other expenses (Contd.)

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Rates and taxes | 0.22 | 0.05 |
| Postage and courier | 0.02 | 0.01 |
| Printing and stationary | 0.05 | 0.04 |
| Software expenses | 1.53 | 1.59 |
| Repair and maintenance | 0.80 | 0.07 |
| Travelling and conveyance | 1.09 | 0.78 |
| Security services | 0.87 | 0.51 |
| Power and fuel | 2.47 | 0.72 |
| Communication expense | 0.11 | 0.10 |
| Insurance | 0.27 | 0.39 |
| Office expenses | 0.19 | 0.04 |
| Exchange fluctuation loss (net) | - | 6.95 |
| Donations | - | 0.01 |
| Allowance for expected credit losses | 0.62 | 5.53 |
| Miscellaneous expenses | 0.19 | 0.07 |
| **Total** | **52.40** | **48.81** |

**Note :-**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (i) Payments to statutory auditors : | | |
| Statutory audit fees (including quarterly limited review) | 0.35 | 0.25 |
| For other services (certification) | 0.04 | 0.03 |
| Out-of-pocket expenses (Reimbursement of expenses) | 0.06 | 0.01 |
| | **0.45** | **0.29** |

(ii) Refer note 2 (b) for expenses capitalised under Capital work-in-progress.

## 29. Earnings per equity shares

The following table reflects the profit and number of shares data used in the computation of basic and diluted earnings per share.

(₹ in crores, unless otherwise stated)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (a) Profit attributable to the equity holders of the Company used in calculating basic and diluted earnings per share | 86.83 | 93.96 |
| (b) Weighted average number of equity shares used as the denominator in calculating basic earnings per share (Nos.) | 123,947,973 | 111,999,504 |
| (c) - Weighted average number of potential equity shares on account of convertible warrants (Nos.) | 574,392 | 5,244,558 |
| - Weighted average number of potential equity shares on account of employee stock options (Nos.) | 915 | - |
| (d) Weighted average number of equity shares used as the denominator in calculating diluted earnings per share (Nos.) (b+c) | 124,523,280 | 117,244,062 |
| (e) Nominal value of equity shares (In ₹) | 1.00 | 1.00 |
| (f) Basic earnings per share (In ₹) (a/b) | 7.01 | 8.38 |
| (g) Diluted earnings per share (In ₹) (a/d) | 6.97 | 8.01 |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 30. Contingent liabilities and commitments

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(a) Contingent liabilities** | | |
| (i) Claims against the Company not acknowledged as debt* | 0.99 | 0.86 |
| (ii) Guarantee issued on behalf of subsidiary** | 162.15 | - |
| **Total** | **163.14** | **0.86** |

*The claim is related to interpretation/execution of certain contractual terms.

**The Company has issued standby letter of credit (SBLC) to a bank outside India on behalf of SG Marts FZE for credit facilities availed by the SG Marts FZE.

**(b) Commitments**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (i) Estimated amount of contracts remaining to be executed on the capital account and not provided for in the books of account (net of capital advances) | 268.75 | 24.41 |
| (ii) The Company does not have any other long term commitments or material non-cancellable contractual commitments /contracts, including derivative contracts for which there were any material foreseeable losses. | | |

## 31. Employee benefit obligations

### (a) Defined contribution plans

The Company makes contributions to provident fund, employee state insurance and labour welfare fund which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 0.74 crores (March 31, 2025 ₹ 0.46 crores) for such fund contributions in the statement of profit and loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

### (b) Defined benefit plans

The Company has an unfunded defined benefit gratuity plan. The gratuity scheme provides for lump sum payment to vested employees at retirement/death while in employment or on termination of employment of an amount equivalent to (15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to a limit of ₹ 0.20 crores). Vesting occurs upon completion of 5 years of service.

#### (i) Movement of defined benefit obligation:

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in crores)

| Gratuity | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balance at the beginning of the year** | 0.34 | 0.13 |
| Current service cost | 0.44 | 0.28 |
| Interest cost | 0.03 | 0.01 |
| Actuarial gain | (0.22) | (0.08) |
| Benefit paid | - | - |
| **Balance at the end of the year** | **0.59** | **0.34** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 31. Employee benefit obligations (Contd.)

### (ii) Liability recognised in the Balance Sheet

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Present value of defined benefit obligation | 0.59 | 0.34 |
| **Provision in Balance Sheet** | **0.59** | **0.34** |

### (iii) Amount recognised in the standalone statement of profit and loss

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Current service cost | 0.44 | 0.28 |
| Interest cost | 0.03 | 0.01 |
| **Expense recognised in the standalone statement of profit and loss** | **0.47** | **0.29** |

### (iv) Amount recognised in other comprehensive income (OCI)

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Actuarial (gain)/loss arising from changes in financial assumptions | (0.09) | 0.01 |
| Actuarial (gain)/loss on arising from change in demographic assumption | - | - |
| Actuarial (gain) on arising from experience adjustment | (0.13) | (0.09) |
| **Net (income)/expense for the period recognised in OCI** | **(0.22)** | **(0.08)** |

### (v) The significant actuarial assumptions were as follows:

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Discount rate | 7.90% | 6.93% |
| Salary growth rate | 10.00% | 10.00% |
| Retirement age | 60 Years | 60 Years |
| Mortality | 100% of Indian Assured Lives Mortality 2012-14 | 100% of Indian Assured Lives Mortality 2012-14 |
| Attrition Rate | | |
| 18 to 30 years | 5.00% | 5.00% |
| 31 to 44 years | 3.00% | 3.00% |
| Above 44 years | 2.00% | 2.00% |

**Notes :**

(1) The discount rate is based on the prevailing market yield of Indian government securities as at Balance Sheet date for the estimated term of obligation.

(2) The estimate of future salary increase considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

### (vi) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is :

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Discount rate (increase by 0.5%) | (0.04) | (0.02) |
| Salary growth rate (increase by 0.5%) | 0.04 | 0.03 |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 31. Employee benefit obligations (Contd.)

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Discount rate (decrease by 0.5%) | 0.05 | 0.03 |
| Salary growth rate (decrease by 0.5%) | (0.04) | (0.02) |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method i.e. projected unit credit method has been applied as that used for calculating the defined benefit liability recognised in the standalone balance sheet.

Sensitivities due to mortality and withdrawals are not material & hence impact of change due to these not calculated.

### (vii) Risk exposure

The defined benefit obligations have the undermentioned risk exposures :

**Interest rate risk :** The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**Salary inflation risk :** Higher than expected increases in salary will increase the defined benefit obligation.

**Demographic risk :** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

### (viii) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 16.95 years (March 2025 : 16.57 years ).

The expected maturity analysis of discounted gratuity is as follows:

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| 0 to 1 Year | 0.00 | 0.00 |
| 1 to 2 Year | 0.00 | 0.00 |
| 2 to 3 Year | 0.01 | 0.00 |
| 3 to 4 Year | 0.01 | 0.05 |
| 4 to 5 Year | 0.03 | 0.01 |
| 5 to 6 Year | 0.02 | 0.02 |
| 6 year onwards | 0.52 | 0.26 |
| **Total** | **0.59** | **0.34** |

### (ix) Expected contribution during the next annual reporting period:

The Company's best estimate of contribution during the next financial year approximates to ₹ 0.57 crores (March 31, 2025: ₹ 0.49 crores).

### (c) Other long term benefits:

The leave obligations cover the Company's liability for earned leave. The liability towards compensated absences based on the actuarial valuation carried out by using projected accrued benefit method resulted in a net liability of ₹ 0.70 crores as on March 31, 2026 (net liability of ₹ 0.58 crores as on March 31, 2025) which have been shown under provisions in note 14.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 32. Share Based Payments

### (a) Employee Share Option Plan :

(i) The ESOS scheme titled "Kintech Renewables Limited Employees Stock Option Scheme – 2023" (ESOS 2023) was approved by the shareholders in the annual general meeting held on September 30, 2023 and have approved the pool of 2,00,000 equity shares of face value of ₹ 10/- each. Subsequently, the Company undertook a sub-division of equity shares, reducing the face value from ₹10 to ₹1 per share. As a result, the original pool of 2,00,000 equity shares of ₹10 each was proportionately adjusted to 20,00,000 equity shares of ₹1 each under the ESOS 2023. Further, the Board of Directors of the Company approved the change in name of "Kintech Renewables Limited Employees Stock Option Scheme-2023" to "SG Mart Limited Employees Stock Option Scheme-2023", to align with the change in name of the Company and extend the benefits of the scheme to or for the benefit of employees and directors of the subsidiary or associate Company(ies) of the Company, in India or outside India.

(ii) The Nomination and Remuneration Committee of the Company at its meeting held on April 16, 2024 and July 25, 2025, granted 300,500 and 390,000 stock options, respectively, to its eligible employees under the Kintech Renewables Limited Employees Stock Option Scheme – 2023. Each option entitles the grantee to acquire one equity share of the Company. The options shall vest over a period of five years from the date of grant, in equal annual tranches of 20%. The exercise period for the options is six years from the date of grant.

Further, the Nomination and Remuneration Committee in its meeting held on July 25, 2025 also recommended reduction in exercise price of options granted on April 16, 2024 due to market factors, the market price of the equity shares of the Company decreased over an extended period, falling below the exercise price, thus rendering the Option granted to be unattractive. The same was approved by shareholders of the Company on September 20, 2025 through postal ballot. The revised exercise price of each option was the market price of the shares on the stock exchange with the highest trading volume, one day before the date of reduction in exercise price. The revised exercise price was determined at 367.85 per share."

### (b) Fair value and Key assumptions

The fair value of options is estimated using the Black-Scholes option pricing model. The measure of volatility used in the Option-Pricing Model is the annualised standard deviation of the continuous rates of return on the stock over a period of time.

The Fair value and key assumptions for options granted during the year ended March 31, 2026 and March 31, 2025 included as mentioned below

| Particulars | Grant - April 16, 2024 | Grant - July 25, 2025 |
|---|---|---|
| Number of options granted | 300,500 | 390,000 |
| Expiry Date | April 16, 2030 | July 25, 2031 |
| Exercise price | 467.40* | 367.85 |
| Fair Value at grant date | 223.83* | 166.57 |
| Market price at the time of grant of the option | 467.4* | 367.85 |
| Volatility | 49.29% to 49.95% | 41.95% to 46.47% |
| Dividend yield | 0.45% | 0.00% |
| Risk-free interest rate | 7.07% to 7.10% | 5.67% to 5.87% |
| Weighted average remaining life of option outstanding at the end of the year (In years) | 4.05 | 5.32 |

*Refer note 32 (a) (ii) and 32 (c) for modification of options

### (c) Modification of Options

As described in note (a) (ii) above, the Company modified the terms of employee stock options granted on April 16, 2024. The modification applies to 1,67,500 options outstanding as on the date of modification (July 24, 2025).

The modification resulted in a reduction in the fair value of the options. Based on the valuation performed on the modification date:

Fair value before modification: ₹223.83 per option

Fair value after modification: ₹130.89 per option

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 32. Share Based Payments(Contd.)

Accordingly, the modification did not result in any incremental fair value. In accordance with Ind AS 102 Share-based Payment, where a modification results in a reduction in the fair value of equity instruments granted, the Company continues to account for the services received as if the modification had not occurred. Accordingly, no downward adjustment to compensation cost is permitted.

The share-based payment expense continues to be recognized based on the original grant date fair value of ₹223.83 per option, and no additional compensation cost is recognized on account of this modification. There has been no change in the vesting conditions of the options pursuant to the modification.

The key informations and assumptions used for valuation on the date of modification are as follows:

| | |
|---|---|
| Market price on Modification date | 367.85 |
| Revised exercise price | 367.85 |
| Volatility | 34.95% to 46.87% |
| Dividend yield | 0.00% |
| Risk-free interest rate | 5.54% to 5.74% |

**(d) Movement in share options during the year:**

| Particulars | Year ended March 31, 2026 | | Year ended March 31, 2025 | |
|---|---|---|---|---|
| | Number of options | Weighted Average Exercise Price (In ₹) | Number of options | Weighted Average Exercise Price (In ₹) |
| **Balance at the beginning of the year** | 174,500 | 467.40 | - | |
| Granted during the year | 390,000 | 367.85 | 300,500 | 467.40 |
| Vested during the year | - | - | - | - |
| Lapsed during the year | - | - | - | - |
| Cancelled during the year* | 227,500 | 367.85 | 126,000 | 467.40 |
| Exercised during the year | - | - | - | - |
| Expired during the year | - | - | - | - |
| **Options outstanding at the end of the year** | 337,000 | 367.85 | 174,500 | 467.40 |

*During the year, 227,500 (March 31, 2025 : 126,000 stock) options were cancelled due to resignation of employees.

**(e) Expense arising from share-based payment transactions**

Total expenses arising from share-based payment transactions, i.e., employee share option plan during the year recognised in profit or loss statement as part of employee benefit expense is ₹1.11 crores (March 31, 2025: ₹1.54 crores).

## 33. Related party disclosures

| (a) Details of related parties: | Name of related parties |
|---|---|
| (i) Key Management Personnel (KMP) | Mr. Shiv Kumar Bansal, Whole Time Director (till July 31, 2025) |
| | Mr. Anil Kumar Bansal, Whole Time Director (w.e.f. August 9, 2024) |
| | Mr. Amit Thakur, Whole Time Director (w.e.f. August 9, 2024) |
| | Mr. Suraj Kumar, Chief Financial Officer |
| | Mr. Sachin Kumar, Company Secretary |
| | Mr. Arihant Chopra, Independent Director (till May 25, 2025) |
| | Mr. Prakash Kumar Singh, Independent Director |
| | Ms. Neeru Abrol, Independent Director (w.e.f. April 16, 2024) |
| | Mr. Dukhabandhu Rath, Independent Director (w.e.f. April 16, 2024) |
| | Ms. Meenakshi Gupta, Director (till August 09, 2024) |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 33. Related party disclosures (Contd.)

| (a) | Details of related parties: | Name of related parties |
|---|---|---|
| (ii) | Wholly Owned Subsidiaries | SG Marts FZE (Company incorporated on January 24, 2024) |
| | | SG Super 101 Private Limited (Company incorporated on August 06, 2024) |
| (iii) | Relatives of KMP (with whom transactions have taken place) | Mr. Dhruv Gupta (Son of Ms. Meenakshi Gupta) |
| | | Mr. Sameer Gupta (Spouse of Ms. Meenakshi Gupta) |
| (iv) | Enterprise in which KMP and their relatives are interested (with whom transactions have taken place) | SG Sports & Entertainment Private Limited |
| | | Apollo Pipes Limited |

**(b) Transactions during the year** (₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **(i) Key Management Personnel (KMP)** | | |
| **Remuneration*** | | |
| Mr. Shiv Kumar Bansal | 0.76 | 1.25 |
| Mr. Suraj Kumar | 0.56 | 0.45 |
| Mr. Sachin Kumar | 0.20 | 0.15 |
| Mr. Amit Thakur | 1.11 | 0.65 |
| **Total** | **2.63** | **2.50** |
| **Advance against Salary** | | |
| Mr. Amit Thakur | 0.35 | - |
| | **0.35** | **-** |
| **Sitting fee** | | |
| Mr. Arihant Chopra | 0.01 | 0.03 |
| Mr. Prakash Kumar Singh | 0.06 | 0.04 |
| Ms. Neeru Abrol | 0.08 | 0.03 |
| Mr. Dukhabandhu Rath | 0.07 | 0.03 |
| Mr. Anil Kumar Bansal | 0.06 | 0.02 |
| Mr. Arun Agarwal | 0.02 | - |
| **Total** | **0.30** | **0.15** |
| **Issue of equity share and securities premium thereon upon conversion of share warrants** | | |
| Mr. Shiv Kumar Bansal | 31.88 | 5.63 |
| | **31.88** | **5.63** |
| **(ii) Subsidiaries** | | |
| **Interest Income** | | |
| SG Marts FZE | 2.20 | 4.29 |
| | **2.20** | **4.29** |
| **Guarantee commission Income** | | |
| SG Marts FZE | 0.75 | - |
| | **0.75** | **-** |
| **Investment in share capital** | | |
| SG Marts FZE | - | 167.04 |
| SG Super 101 Private Limited | - | 0.10 |
| | **-** | **167.14** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 33. Related party disclosures (Contd.)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Sales during the year** | | |
| SG Marts FZE | 222.50 | 129.26 |
| | **222.50** | **129.26** |
| **Loans given** | | |
| SG Marts FZE | - | 162.21 |
| | **-** | **162.21** |
| **Loans repaid** | | |
| SG Marts FZE | 147.73 | 58.71 |
| | **147.73** | **58.71** |
| **Advance given during the year** | | |
| SG Marts FZE | 26.94 | - |
| | **26.94** | **-** |
| **Advance repaid during the year** | | |
| SG Marts FZE | 26.94 | - |
| | **26.94** | **-** |
| **(iii) Relatives of KMP** | | |
| Personal guarantee given on behalf of the Company | | |
| Mr. Sameer Gupta | 300.00 | 440.00 |
| Mr. Dhruv Gupta | 300.00 | 440.00 |
| | **600.00** | **880.00** |
| **(iv) Enterprise in which KMP and their relatives are interested** | | |
| **Business Promotion Expense** | | |
| SG Sports & Entertainment Private Limited | - | 0.50 |
| | **-** | **0.50** |
| **Purchase during the year** | | |
| Apollo Pipes Limited | 0.00 | - |
| | **0.00** | **-** |
| **Sales during the year** | | |
| Apollo Pipes Limited | 0.19 | - |
| | **0.19** | **-** |
| **Interest Income** | | |
| SG Sports & Entertainment Private Limited | - | 0.01 |
| | **-** | **0.01** |
| **Loans given repaid** | | |
| SG Sports & Entertainment Private Limited | - | 0.49 |
| | **-** | **0.49** |

**(c) Balances outstanding at the end of the year**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(i) Key Management Personnel (KMP)** | | |
| **Remuneration*** | | |
| Mr. Shiv Kumar Bansal | - | 0.12 |
| Mr. Suraj Kumar | 0.04 | 0.04 |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 33. Related party disclosures (Contd.)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Mr. Sachin Kumar | 0.02 | 0.02 |
| Mr. Amit Thakur | 0.09 | 0.09 |
| | **0.15** | **0.27** |
| **Advance against Salary** | | |
| Mr. Amit Thakur | 0.32 | |
| | **0.32** | **-** |
| **(ii) Relatives of KMP** | | |
| Personal guarantee given on behalf of the Company | | |
| Mr. Sameer Gupta | 1,340.00 | 1,040.00 |
| Mr. Dhruv Gupta | 1,340.00 | 1,040.00 |
| | **2,680.00** | **2,080.00** |
| **(iii) Subsidiaries** | | |
| Guarantee commission receivable | | |
| SG Marts FZE | 0.81 | - |
| | **0.81** | **-** |
| **Interest receivable** | | |
| SG Marts FZE | - | 0.88 |
| | **-** | **0.88** |
| **Loans given** | | |
| SG Marts FZE | - | 147.73 |
| | **-** | **147.73** |
| **Guarantee issued on behalf of** | | |
| SG Marts FZE | 162.15 | - |
| | **162.15** | **-** |
| **(iv) Enterprise in which KMP and their relatives are interested** | | |
| **Trade Receivables** | | |
| Apollo Pipes Limited | 0.11 | - |
| | **0.11** | **-** |

*Stock options have been granted to KMPs of the Company. The number of stock options granted to such KMPs outstanding as at March 31, 2026 is 70,000 (March 31, 2025: 45,000). However, as the liability has not been determined for individual employees, the charge thereof for the individual employees is not disclosed.

* Provisions for contribution to gratuity, leave encashment and other defined benefit are determined by actuary on an overall Company basis at the end of each year and, accordingly, have not been considered in the above information. The amount is disclosed only at the time of payment.

**(d)** The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

## 34. Fair value measurements

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2026 and March 31, 2025.

(₹ in crores)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | FVTPL | Amortised cost | FVTPL | Amortised cost |
| **Financial assets - Non Current** | | | | |
| Security deposit | - | 1.00 | - | 0.45 |
| Loan given | - | - | - | 147.73 |
| **Financial assets - Current** | | | | |
| Trade receivables | - | 94.53 | - | 246.16 |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 34. Fair value measurements (Contd.)

(₹ in crores)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | FVTPL | Amortised cost | FVTPL | Amortised cost |
| Cash and cash equivalents | - | 510.90 | - | 0.00 |
| Bank balances other than cash and cash equivalents | - | 456.15 | - | 1,020.75 |
| Others Financials assets | - | 3.79 | - | 16.36 |
| **Total financial assets** | **-** | **1,066.37** | **-** | **1,431.45** |
| **Financial liabilities-Non Current** | | | | |
| Lease liabilities | - | 0.53 | - | - |
| **Financial liabilities-Current** | | | | |
| Borrowings | - | 14.98 | - | 689.04 |
| Lease liabilities | - | 0.04 | - | 0.20 |
| Trade payable | - | 359.97 | - | 325.90 |
| Other financial liabilities | - | 6.35 | - | 13.80 |
| **Total financial liabilities** | - | 381.87 | **-** | **1,028.94** |

**(a) Financial assets measured at fair value - recurring fair value measurements :**

(₹ in crores)

| Particulars | As at March 31, 2026 Level 2 | As at March 31, 2025 Level 2 | As at March 31, 2026 Level 3 | As at March 31, 2025 Level 3 |
|---|---|---|---|---|
| Financial Assets | | | | |
| - Security deposits (Non-current) | - | - | 1.00 | 0.45 |
| - Loan given (Non-current) | - | - | - | 147.73 |
| **Total** | **-** | **-** | **1.00** | **148.18** |

**Valuation technique:**

Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The fair value is determined using quoted forward exchange rates at the reporting date

- The Company's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. The finance team reports directly to the chief financial officer (CFO) and to the audit committee.

- Fair value of loan given and security deposits approximate their carrying amounts due to the fact that the interest rate is equal to the market interest rate as at the reporting date and the fair values are computed using Discounted cash flow (DCF) method.

  There were no transfers between Level 1 and Level 2 during the year ended March 31, 2026 and March 31, 2025.

**(b) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, security deposits included in level 3.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 34. Fair value measurements (Contd.)

**(c) Assets and liabilities which are measured at amortised cost for which fair values are disclosed**

All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

## 35. Financial risk management objectives

The Company's activities expose it to market risk (including foreign currency risk and interest rate risk), liquidity risk and credit risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors, The Company treasury department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The Board provides principles for overall risk management, as well as policies covering specific areas, such as hedging of foreign currency transactions, foreign exchange risk etc.

**(a) Market risk**

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as result of changes in interest rates, foreign currency exchange rates, liquidity and other market changes. Future specific market movements can not be normally predicted with reasonable accuracy.

**(i) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company's functional currency is Indian Rupees (₹). Most of the Company's transactions are carried out in Indian Rupees. Exposures to currency exchange rates mainly arise from the Company's overseas sales and purchases, forward contracts , lending to overseas subsidiary company etc. which are primarily denominated in Emirati Dirham ('AED') and US Dollar (""USD""). The Company has limited exposure to foreign currency risk and thereby it mainly relies on natural hedge. To further mitigate the Company's exposure to foreign currency risk, non-INR cash flows are continuously monitored and derivative contracts are entered into wherever considered necessary."

**Details of unhedged foreign currency exposure :-**

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise.

| Particulars | Currency | As at March 31, 2026 | As at March 31, 2026 |
|---|---|---|---|
| **Financial assets (Non-current)** | | | |
| Loans | AED | - | 63,500,000 |
| **Other financial assets (Current)** | | | |
| Interest accrued and due on loans given to related parties | AED | - | 3,74,826 |
| Financial guarantee Income receivable | AED | 311,935 | - |
| **Financial liabilities (Current)** | | | |
| Trade payables | USD | 1,25,150.00 | |
| **Other financial liabilities (Current)** | | | |
| Creditors for capital expenditure | USD | 75,162.50 | - |

**Sensitivity**

The following table illustrates the sensitivity of profit and equity in relation to the Company's financial assets and financial liabilities and the INR/AED, INR/USD exchange rate, with all other variables held constant. It assumes +/- 10.00% change of the INR/USD exchange rate and +/- 10.00% change of the INR/AED exchange rate respectively for the year ended March 31, 2026 (March 31,2025: 2.50%). This percentage has been determined based on the average market volatility in exchange rates in the previous twelve months. Based on the movements in the foreign exchange rates historically and the prevailing market conditions as at the reporting date, the Company's management has concluded that the above mentioned rates used for sensitivity are reasonable benchmarks.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 35. Financial risk management objectives (Contd.)

The sensitivity analysis is based on the Company's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

If INR is depreciated or appreciated by 10.00% (March 31, 2025 - 2.50%) vis-s-a-vis foreign currency, the impact thereof on the profit and loss (after tax) and equity of the Company are given below:

(₹ in crores)

| Particulars | Impact on profit after tax | | Impact on Equity | |
|---|---|---|---|---|
| | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2026 | Year ended March 31, 2025 |
| **AED sensitivity** | | | | |
| INR/AED Increases by 10.00% (March 31, 2025 - 2.5%) | 0.06 | 2.78 | 0.06 | 2.78 |
| INR/AED Decreases by 10.00% (March 31, 2025 - 2.5%) | (0.06) | (2.78) | (0.06) | (2.78) |
| **USD sensitivity** | | | | |
| INR/USD Increases by 10.00% | (0.14) | - | (0.14) | - |
| INR/USD Decreases by 10.00% | 0.14 | - | 0.14 | - |

### (ii) Interest rate risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in fair value of financial instruments or changes in interest income, expense and cash flows of the Company.

The Company primarily uses fixed interest rates for its interest-bearing liabilities and for lending to its overseas subsidiary. As a result, the Company is not exposed to significant interest rate risk.

The Exposure of Company's financial assets and liabilities to interest rate risk is as follows : (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Fixed rate borrowings | 13.62 | 679.48 |
| Floating rate borrowings | 1.36 | 9.56 |
| **Total borrowings** | **14.98** | **689.04** |

**Sensitivity**

Profit or loss (after tax) is sensitive to higher/lower interest expense from floating rate borrowings as a result of changes in interest rates.

(₹ in crores)

| Particulars | Impact on profit after tax | | Impact on Equity | |
|---|---|---|---|---|
| | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2026 | Year ended March 31, 2025 |
| Interest rates – increase by 100 basis points (100 bps) | (0.00) | (0.00) | (0.00) | (0.00) |
| Interest rates – decrease by 100 basis points (100 bps) | 0.00 | 0.00 | 0.00 | 0.00 |

### (b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for trade receivables, cash and cash equivalents, investments, other bank balances, loans, other financial assets, financial guarantees and derivative financial instruments.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 35. Financial risk management objectives (Contd.)

Company's trade receivables are generally categories into following categories:

1. Institutional customers
2. Dealers

In case of sale to institutional customers, certain credit period is allowed. In order to mitigate credit risk, generally the sales are secured by letter of credit, bank guarantee, post dated cheques, etc.

In case of sale to dealers certain, credit period is allowed. In order to mitigate credit risk, generally the sales made to dealers are secured by way of post dated cheques (PDC). Further, Company has an ongoing credit evaluation process in respect of customers who are allowed credit period.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

(₹ in crores)

| Particulars | As at March 31, 2026 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transactions | | | | | | |
| | Unbilled | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Expected credit loss rate | 0.00% | 0.00% | 50.00% | 100.00% | 100.00% | 100.00% | |
| Gross carrying amount | - | 93.73 | 1.59 | 0.40 | 4.96 | - | 100.68 |
| Lifetime expected credit loss | - | - | 0.79 | 0.40 | 4.96 | - | 6.15 |

(₹ in crores)

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transactions | | | | | | |
| | Unbilled | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Expected credit loss rate | 0.00% | 0.00% | 34.02% | 100.00% | 100.00% | 100.00% | |
| Gross carrying amount | 0.44 | 244.61 | 1.68 | 4.96 | - | - | 251.69 |
| Lifetime expected credit loss | | - | 0.57 | 4.96 | - | - | 5.53 |

**Movements in allowances for expected credit loss**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Balance | 5.53 | - |
| Additional Allowance | 0.62 | 5.53 |
| Amounts written off during the year | - | - |
| **Closing Balance** | **6.15** | **5.53** |

The credit risk for cash and cash equivalents and bank deposits including interest accrued thereon is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. The credit risk for loans advanced to related companies including interest accrued thereon is also considered negligible since operations of these entities are regularly monitored by the Company and these companies have shown considerable growth. Further, the Company has assessed the recoverability of other financial assets including security deposit and concluded that no expected credit allowance is required to be created.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 35. Financial risk management objectives (Contd.)

### (c) Liquidity risk

The Company has a liquidity risk management framework for managing its short term, medium term and long term sources of funding vis-à-vis short term and long term utilization requirement. This is monitored through a rolling forecast showing the expected net cash flow, likely availability of cash and cash equivalents, and available undrawn borrowing facilities.

#### (i) Financing arrangements: The position of undrawn borrowing facilities at the end of reporting period are as follows :

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Fixed rate borrowings | 436.37 | 249.50 |
| Floating rate borrowings | 838.63 | 561.04 |
| Nature of facility | Working Capital | Working Capital |

#### (ii) Maturities of financial liabilities

The table below analyses the Company's all non-derivative financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

**Contractual maturities of financial liabilities :-** (₹ in crores)

| Particulars | Carrying value | Not later than 1 year | Between 1 and 5 years | Later than 5 years | Total |
|---|---|---|---|---|---|
| **As at March 31, 2026** | | | | | |
| Borrowings (interest bearing) | 14.98 | 14.98 | - | - | 14.98 |
| Lease liabilities (interest bearing) | 0.57 | 0.04 | 0.21 | 3.90 | 4.15 |
| Trade payables | 359.97 | 359.97 | - | - | 359.97 |
| Others financial liabilities | 6.35 | 6.35 | - | - | 6.35 |
| **Total non-derivative liabilities** | **381.87** | **381.34** | **0.21** | **3.90** | **385.45** |
| **As at March 31, 2025** | | | | | |
| Borrowings (interest bearing) | 689.04 | 689.04 | - | - | 689.04 |
| Lease liabilities (interest bearing) | 0.20 | 0.21 | - | - | 0.21 |
| Trade payables | 325.90 | 325.90 | - | - | 325.90 |
| Others financial liabilities | 13.80 | 13.80 | - | - | 13.80 |
| **Total non-derivative liabilities** | **1,028.94** | **1,028.95** | **-** | **-** | **1,028.95** |

## 36. Reconciliation of liabilities arising from financing activities

(₹ in crores)

| Particulars | As at April 1, 2025 | Cash flows (Net) | Non-cash changes | | As at March 31, 2026 |
|---|---|---|---|---|---|
| | | | Addition Lease liabilities (net) | Impact of fair value changes | |
| Current borrowings | 689.04 | (674.06) | - | - | 14.98 |
| Lease Liabilities (Non-current and current) | 0.20 | (0.10) | 0.47 | - | 0.57 |
| **Total** | **689.24** | **(674.16)** | **0.47** | **-** | **15.55** |

(₹ in crores)

| Particulars | As at April 1, 2024 | Cash flows (Net) | Non-cash changes | | As at March 31, 2025 |
|---|---|---|---|---|---|
| | | | Addition Lease liabilities (net) | Impact of fair value changes | |
| Current borrowings | 181.89 | 507.15 | - | - | 689.04 |
| Lease Liabilities (Non-current and current) | 0.40 | (0.20) | - | - | 0.20 |
| **Total** | **182.29** | **506.95** | **-** | **-** | **689.24** |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 37. Capital management

### (a) Risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its business expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents.

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current borrowings | 14.98 | 689.04 |
| Lease liabilities | 0.57 | 0.20 |
| Less : Cash and cash equivalents | (510.90) | (0.00) |
| Less : Bank balances other than cash and cash equivalents | (456.15) | (1,020.75) |
| **Net debt** | **(951.50)** | **(331.51)** |
| **Total equity** | **1,541.81** | **1,198.39** |
| **Gearing Ratio** | **(0.62)** | **(0.28)** |

Equity includes all capital and reserves of the Company that are managed as capital.

## 38. Details of loans given, investment made and guarantee given

Disclosure as per Regulations 34(3) and 53(f) of Securities Exchange Board of India - Listing Obligations and Disclosure Requirements (LODR) and Section 186(4) of the Companies Act, 2013.

### (i) Details of loans given

(₹ in crores)

| Name of the Loanee | Rate of Interest (p.a.) | Secured/ Unsecured | Maximum balance outstanding for the year ended March 31, 2026 | Maximum balance outstanding for the year ended March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|---|---|---|
| SG Marts FZE (Refer note 4) | 8.50% | Unsecured | 147.73 | 150.83 | - | 147.73 |
| SG Sports & Entertainment Private Limited | 8.50% | Unsecured | - | 0.49 | - | - |

The above loans are given for business purposes.

### (ii) Details of Investments made

(₹ in crores)

| Name of investee | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| SG Marts FZE (Refer note 3) | - | 167.16 |
| SG Super 101 Private Limited (Refer note 3) | - | 0.10 |

The above investments are made for business purposes.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 38. Details of loans given, investment made and guarantee given (Contd.)

**(iii) Details of guarantee given**

(₹ in crores)

| Guarantee outstanding issued on behalf of | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| SG Marts FZE (Refer Note 30 (a) (ii) | 162.15 | - |

## 39. The amount due to Micro and small enterprises as defined in "The Micro, Small and Medium Enterprises Development act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises are as below :

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | | |
| (a) Principal amount | 3.70 | 1.03 |
| (b) Interest due on above | - | - |
| (ii) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | | |
| (a) Principal amount | 13.32 | - |
| (b) Interest paid | - | - |
| (iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006); | 0.09 | - |
| (iv) The amount of interest accrued and remaining unpaid at the end of accounting year; and | 0.09 | - |
| (v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006 | 0.09 | - |

## 40. Corporate social responsibility

In accordance with Section 135 of the Companies Act, 2013, the Company meets the prescribed threshold for applicability and is, therefore, required to spend at least 2% of its average net profits of the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities.

Details of Corporate Social Responsibility activities as per section 135 of Companies Act, 2013 read with Schedule III are as follows:

(₹ in crores)

| | Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|---|
| (i) | Amount required to be spent as per section 135 of Companies Act, 2013 | 1.41 | 0.53 |
| (ii) | Amount of expenditure in the books of accounts | 1.41 | 0.53 |
| (iii) | Actual expenditure | - | 0.53 |
| (iv) | Provision made for liability | 1.41 | - |
| (v) | Shortfall at the end of the year | - | - |
| (vi) | Total of previous years shortfall | - | - |
| (vii) | Reason for shortfall | Refer below note* | Not Applicable |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 40. Corporate social responsibility (Contd.)

(₹ in crores)

| | Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|---|
| (viii) | Amount of expenditure incurred on | - | - |
| | (i) Construction / acquisition of any asset | - | - |
| | (ii) On purposes other (i) above | - | 0.53 |
| (ix) | Nature of CSR activities | Healthcare | Eradicating hunger, Poverty and malnutrition, Promoting education |
| (x) | Details of related party transactions | None | None |

*In accordance with the provisions of section 135 of the Companies Act, 2013 and rules made thereunder, the Company has subsequent to balance sheet date deposited ₹1,40,62,808/- to unspent CSR account 2025-26 for ongoing projects.

**(xi) Details of ongoing projects as per of section 135(6) of the Company Act, 2013**

| Opening Balance | | Amount required to be spent during the year | Amount spent during the year | | Closing Balance | |
|---|---|---|---|---|---|---|
| With Company | In Separate CSR Unspent A/c | | From Company's bank A/c | From Separate CSR Unspent A/c | With Company | In Separate CSR Unspent A/c |
| | | | | | | |
| - | - | 1.41 | | | | 1.41 |

**(xii) Movement in CSR provision**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Balance | - | - |
| Provision created during the year | 1.41 | - |
| Expenses incurred during the year | - | - |
| Closing Balance | 1.41 | - |

## 41. Financial Ratios

(₹ in crores)

| | Particulars | As at March 31, 2026 | As at March 31, 2025 | Change (%) | Reason for variance if more than 25% |
|---|---|---|---|---|---|
| (i) | Current Ratio | 3.48 | 1.65 | 111.25 % | refer note (a) below |
| | Current Ratio = Current Assets / Current Liabilities | | | | |
| (ii) | Debt-Equity Ratio | NA | NA | - | refer note (b) below |
| | Debt-Equity Ratio = Net Debt(1) / Shareholder's Equity | | | | |
| (iii) | Debt Service Coverage Ratio | 2.35 | 0.20 | 1047.77 % | refer note (c) below |
| | Debt Service Coverage Ratio = Earnings available for debt service(2) / Debt service(3) | | | | |
| (iv) | Return on Equity Ratio | 6.34% | 8.22% | (22.87)% | - |
| | Return on Equity Ratio= Net Profit after tax / Average shareholder's equity | | | | |

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 41. Financial Ratios (Contd.)

(₹ in crores)

| Particulars | | As at March 31, 2026 | As at March 31, 2025 | Change (%) | Reason for variance if more than 25% |
|---|---|---|---|---|---|
| (v) | Inventory turnover ratio | 25.91 | 40.26 | (35.63)% | refer note (d) below |
| | Inventory turnover ratio= Revenue from operations / Average closing inventory | | | | |
| (vi) | Trade receivables turnover ratio | 32.52 | 33.15 | (1.89)% | - |
| | Trade receivables turnover ratio= Revenue from operations / Average closing trade receivables | | | | |
| (vii) | Trade payables turnover ratio | 15.64 | 20.43 | (23.46)% | refer note (e) below |
| | Trade payables turnover ratio= Net purchases / Average closing trade payables | | | | |
| (viii) | Net capital turnover ratio | 5.75 | 8.10 | (28.97)% | refer note (f) below |
| | Net capital turnover ratio= Revenue from operations / Working capital | | | | |
| (ix) | Net Profit Ratio | 1.57% | 1.70% | (8.01)% | - |
| | Net Profit Ratio= Profit after tax / Revenue from operations | | | | |
| (x) | Return on capital employed | 27.21% | 19.66% | 38.39 % | refer note (g) below |
| | Return on capital employed= Earning before interest and taxes / Capital employed(4) | | | | |
| (xi) | Return on investment | 6.51% | 7.01% | (7.16)% | - |
| | Return on investment= Income generated from invested funds / average invested funds in investments | | | | |

**Explanation of formulas used in calculating ratios :**

(1) Net debt includes borrowings (long term and short term) net of cash & cash equivalents and bank balances.

(2) Earnings available for debt service includes profit after tax with adjustment of finance costs, depreciation and other non cash expense.

(3) Debt service includes finance costs paid, lease liabilities and principal repayment of borrowings (long term and short term).

(4) Capital employed includes Tangible net worth (Total assets - total liability - intangible assets), net debt, lease liabilities and deferred tax liability.

**Notes :**

(a) Due to decrease in short term borrowings during the year.

(b) Debt to Equity ratio is not applicable as Net debts is negative.

(c) Due to decrease in short term borrowings during the year.

(d) Due to increase in average inventory during the year.

(e) Due to Increase in average trade payable during the year.

(f) Due to Increase in net working capital during the year.

(g) Due to decrease in capital employed during the year.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 42. Additional Regulatory Information

**(a) Relationship with struck off companies**

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**(b) Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013

**(c) Compliance with approved scheme(s) of arrangements**

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

**(d) Utilisation of borrowed funds and share premium**

(i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The borrowings obtained by the company from banks have been applied for the purposes for which such loans were taken.

**(e) Wilful defaulter**

The Company has not been declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

**(f) Details of Benami Property held**

There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**(g) Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**(h) Valuation of Property, plant & equipment and intangible asset**

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

**(i) Registration of charges or satisfaction with Registrar of Companies**

There is no charge or satisfaction of charge which is yet to be registered with ROC beyond the statutory period.

**(j) Undisclosed income**

The Company do not have any transaction not recorded in the books of accounts that has been surrendered or not disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**(k) Maintenance of Audit Trail log**

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

# Summary of Notes and Other Explanatory Information to the Standalone Financial Statements for the year ended March 31, 2026

## 42. Additional Regulatory Information (Contd.)

The Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software, except for instances mentioned below. The Company did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for matters mentioned below the audit trail has been preserved by the Company as per the statutory requirements for record retention. The accounting software used for maintenance of accounting records, other than payroll records, is operated by a third-party software service provider and in the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to demonstrate whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year. It was also validated that Company's users did not have access to the said software's database, to make any direct changes to the database in the said period."

**43.** Effective November 21, 2025, The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes collectively referred to as the 'New Labour Codes'. The corresponding all supporting rules under these codes are yet to be notified.

The Company has estimated and accounted for incremental liability, which is not material to the standalone financial statements. The Company will continue to monitor the finalisation of Central and State Rules and further Government clarifications, and will record any additional accounting impact as required."

**44.** There are no subsequent events that occurred after the reporting date.

**45.** In alignment with the new line of business i.e. trading and manufacturing of Building Material Products, the name of the Company has been changed from ""Kintech Renewables Limited"" to ""SG Mart Limited"" w.e.f. October 06, 2023. The net sales or income, expenditure and net profit after tax for the year referred to in these standalone statement of profit and loss account pertain to the aforesaid new line of business.

**46.** Previous year's figure have been regrouped / reclassified wherever necessary to correspond with the current year's figures.

**47.** Amounts below the rounding off norms adopted by the Company are presented as "0.00".

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As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Consolidated Financial Statements

# Independent Auditor's Report

To
The Members of
**SG Mart Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying consolidated financial statements of SG Mart Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('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 consolidated state of affairs of the Group, as at 31 March 2026, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matter

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

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

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Additions to property, plant and equipment (PPE)**<br><br>(Refer note 1(ii)(k) to the consolidated financial statements for material accounting policy information and note 2(a) for related disclosures.)<br><br>The Group is in process of constructing new plants / augmenting existing assets ('projects') for expanding/ improving its business operations. During the year, the group has recorded capital expenditure aggregating to Rs. 160.97 crores towards additions to PPE in accordance with recognition criteria provided under Ind AS 16, Property, plant and equipment ('Ind AS 16'). | Our audit procedures and procedures performed by component auditor included, but were not limited to, the following:<br><br>• Obtained an understanding of the nature of assets procured and whether the assets procured are consistent with the business operations of the Group and assessed the appropriateness of the accounting policy adopted by the Group in accordance with Ind AS 16;<br><br>• Evaluated the design and tested the operating effectiveness of key controls over additions to PPE; |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| Out of total additions, certain plant and machineries are purchased from specific vendors. Accordingly, the Group has not obtained multiple quotations considering such assets to be of proprietary, specialised in nature and customized based on Group's needs.<br><br>Capital expenditure includes purchase costs and costs directly attributable for bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management, which have been capitalised under various classes of PPE in accordance with the principles of Ind AS 16.<br><br>Further, management has applied judgement in estimating the useful lives of the assets, including obtaining technical advice in certain cases.<br><br>Considering the above factors, we have considered this matter to be a key audit matter for current year audit. | • Inquired from the management on specific use of assets in the manufacturing process, augmentation of product profile among the range of goods manufactured along with rationale for procuring certain assets from specific vendors;<br><br>• Reviewed the minutes of the board meeting of Holding Company to ensure additions to PPE are in line with the approved capital expenditure plan and budget;<br><br>• Ensured that such capital expenditure is approved by the Holding Company's management considering the specification of PPE being procured, criterion for vendor selection and basis of price negotiated;<br><br>• Tested the additions made to PPE on sample basis by checking underlying supporting documents such as invoices, goods received notes (GRNs) etc. to ensure such items are recorded accurately in the correct period and physically verified existence of additions made on test check basis during our site visits;<br><br>• Obtained the completion/installation certificate to determine appropriateness of timing of capitalisation;<br><br>• Assessed the appropriateness of useful economic lives of PPE capitalised during the year, with reference to the technical evaluation, requirements of Schedule II to the Companies Act, 2013, and our understanding of the Group 's business; and<br><br>• Evaluated the appropriateness and adequacy of the disclosures made in the consolidated financial statements in accordance with the applicable accounting standards. |

## Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Annual Report, which is expected to be made available to us after that date.

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

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

   If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms

of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
    - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
    - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. 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.

13. 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.

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

## Other Matter

15. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 487.39 crores as at 31 March 2026, total revenues of ₹ 997.46 crores and net cash outflows amounting to ₹ 191.72 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit and on the consideration of the report of the other auditor, referred to in paragraph 15, on separate financial statements of the subsidiary, we report that the Holding Company incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that one subsidiary incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary.

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditor as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2026 and covered under the Act we report that:

    A) Following are the qualifications/adverse remarks reported by us and the other auditor in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 for which such Order reports have been issued till date and made available to us:

| S. No. | Name | CIN | Holding Company / subsidiary / Associate / Joint Venture | Clause number of the CARO report which is qualified or adverse |
|---|---|---|---|---|
| 1. | SG Mart Limited | L46102DL1985PLC426661 | Holding Company | Clause 3(i)(c) |

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;
    b) Except for the matters stated in paragraph 18(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
    c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
    d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
    e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary, covered under the Act, none of the directors of the Holding Company and its subsidiary, are disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.
    f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 18(b) above on reporting under section 143(3)(b) of the Act and paragraph 18(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 28 to the consolidated financial statements;

ii. The Holding Company and its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2026 and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary covered under the Act, during the year ended 31 March 2026;

iv. a. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in note 37(e)(i) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, as disclosed in the note 37(e)(ii) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us and that performed by the auditor of the subsidiary, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors notice that has caused us or the other auditor to believe that the management representations under sub-clauses (iv)(a) and (iv)(b) above contain any material misstatement.

v. The Holding Company and its subsidiary have not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 37(l) to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditor of the subsidiary, which are companies incorporated in India and audited under the Act, except for matters mentioned below, the Holding Company and its subsidiary, in respect of financial year commencing on 01 April 2025, have used accounting softwares for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditor of the above referred subsidiary did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, except for matters mentioned below the audit trails have been preserved by the Holding Company and its subsidiary as per the statutory requirements for record retention.

| Nature of exception noted | Details of Exception |
|---|---|
| Instances of accounting software maintained by a third party where we and respective auditor of the subsidiary are unable to comment on the audit trail feature at database level | The accounting software used for maintenance of accounting records, other than payroll records, by the Holding Company and its subsidiary is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we and respective auditor of the above referred subsidiary are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year. Further, due to absence of the relevant information in Type 2 report, we and respective auditor of the above referred subsidiary are unable to comment on preservation of audit trail at the database level. |

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

**Ashish Gera**
Partner
Membership No.: 508685
UDIN: 26508685BWCSUV8159

Place: Noida
Date: 04 May 2026

# Annexure I

## List of entities included in Consolidated Financial Statements

**Holding Company**

1. SG Mart Limited

**Subsidiaries**

1. SG Marts FZE
2. SG Super 101 Private Limited

# Annexure II

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of SG Mart Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

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

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('Guidance Note') issued by the 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements, and the Guidance Note 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 with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company as aforesaid.

## Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

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

of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

## Opinion

8. In our opinion and based on the consideration of the report of the other auditor on internal financial controls with reference to financial statements of the subsidiary company, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

## Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is company covered under the Act, whose financial statements reflect total assets of ₹ 0.11 crores as at 31 March 2026, total revenues of ₹ nil and net cash inflows/ outflows amounting to ₹ nil for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to consolidated financial statements in so far as it relates to such subsidiary company has been audited by other auditor whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements for the Holding Company and its subsidiary company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the report of the auditor of such company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditor.

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

**Ashish Gera**
Partner
Membership No.: 508685
UDIN: 26508685BWCSUV8159

Place: Noida
Date: 04 May 2026

# Consolidated Balance Sheet as at 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| S. No. | Particulars | Notes | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|---|
| I. | **ASSETS** | | | |
| (1) | **Non-current assets** | | | |
| (a) | Property, plant and equipment | 2(a) | 319.91 | 164.32 |
| (b) | Capital work-in-progress | 2(b) | 19.94 | 75.91 |
| (c) | Right-of-use assets | 2(d) | 64.91 | 51.31 |
| (d) | Intangible assets | 2(c) | 0.35 | 0.45 |
| (e) | Financial assets | | | |
| | (i) Other financial assets | 3 | 1.14 | 0.50 |
| (f) | Deferred tax assets (net) | 13 | - | 0.06 |
| (g) | Other non-current assets | 4 | 122.33 | 12.74 |
| | **Total non-current assets** | | **528.58** | **305.29** |
| (2) | **Current assets** | | | |
| (a) | Inventories | 5 | 283.59 | 253.50 |
| (b) | Financial assets | | | |
| | (i) Trade receivables | 6 | 264.58 | 316.74 |
| | (ii) Cash and cash equivalents | 7 | 519.89 | 123.94 |
| | (iii) Bank balances other than (ii) above | 8 | 464.24 | 1,020.86 |
| | (iv) Other financial assets | 9 | 2.99 | 15.48 |
| (c) | Other current assets | 10 | 185.75 | 262.67 |
| | **Total current assets** | | **1,721.04** | **1,993.19** |
| | **Total Assets** | | **2,249.62** | **2,298.48** |
| II. | **EQUITY AND LIABILITIES** | | | |
| (1) | Equity | | | |
| (a) | Equity share capital | 11(a) | 12.60 | 11.24 |
| (b) | Other equity | 11(b) | 1,583.93 | 1,196.91 |
| | **Total equity** | | **1,596.53** | **1,208.15** |
| (2) | **Non-current liabilities** | | | |
| (a) | Financial liabilities | | | |
| | (i) Lease liabilities | 2(d) | 36.06 | 32.38 |
| (b) | Provisions | 12 | 0.75 | 0.83 |
| (c) | Deferred tax liabilities (net) | 13 | 2.44 | - |
| | Total non-current liabilities | | **39.25** | **33.21** |
| (3) | **Current liabilities** | | | |
| (a) | Financial liabilities | | | |
| | (i) Borrowings | 14 | 231.42 | 689.04 |
| | (ii) Lease liabilities | 2(d) | 0.44 | 0.53 |
| | (iii) Trade payables | | | |
| | - total outstanding dues of micro enterprises and small enterprises | 15 | 3.56 | 1.03 |
| | - total outstanding dues of creditors other than micro and small enterprises | 15 | 361.48 | 328.14 |
| | (iv) Other financial liabilities | 16 | 7.24 | 13.79 |
| (b) | Other current liabilities | 17 | 5.50 | 19.87 |
| (c) | Provisions | 12 | 0.77 | 0.18 |
| (d) | Current tax liabilities (net) | 18 | 3.43 | 4.54 |
| | **Total current liabilities** | | **613.84** | **1,057.12** |
| | **Total liabilities** | | **653.09** | **1,090.33** |
| | **Total Equity and Liabilities** | | **2,249.62** | **2,298.48** |
| | Material accounting policies | 1(ii) | | |
| | The accompanying notes form an integral part of these consolidated financial statements | 1-43 | | |

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Consolidated Statement of Profit and Loss for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| S. No. | Particulars | Notes | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|---|---|
| | **Income** | | | |
| I | Revenue from operations | 19 | 6,315.28 | 5,856.17 |
| II | Other income | 20 | 69.07 | 80.20 |
| III | **Total income (I+II)** | | **6,384.35** | **5,936.37** |
| IV | **Expenses** | | | |
| | (a) Cost of materials consumed | 21 | 422.52 | 25.01 |
| | (b) Purchase of stock-in-trade | | 5,666.31 | 5,840.13 |
| | (c) Changes in inventories of finished goods and stock-in-trade | 22 | (2.71) | (181.62) |
| | (d) Employee benefits expense | 23 | 31.22 | 17.53 |
| | (e) Finance costs | 24 | 51.15 | 43.89 |
| | (f) Depreciation and amortisation expenses | 25 | 11.50 | 2.08 |
| | (g) Other expenses | 26 | 61.24 | 52.03 |
| | **Total expenses** | | **6,241.23** | **5,799.05** |
| V | **Profit before tax (III-IV)** | | 143.12 | 137.32 |
| VI | **Tax expense:** | | | |
| | (a) Current tax | 18 | 29.66 | 33.61 |
| | (b) Deferred tax charge/(credit) | 13 | 2.44 | (0.21) |
| | (c) Adjustment of tax relating to earlier year | 18 | (0.04) | 0.49 |
| | **Total tax expense** | | **32.06** | **33.89** |
| VII | **Net profit after tax (V-VI)** | | **111.06** | **103.43** |
| VIII | **Other comprehensive income** | | | |
| | (i) Items that will not be reclassified to profit or loss | | | |
| | (a) Remeasurement of post employment benefit obligation | | 0.22 | 0.08 |
| | (b) Income tax relating to item that will not be reclassified to Profit or loss | | (0.06) | (0.02) |
| | (ii) Items that will be reclassified to profit or loss | | | |
| | (a) Exchange differences on translating the financial statements of a foreign operation | | 20.73 | 0.63 |
| | (b) Income tax relating to item that will be reclassified to Profit or loss | | - | - |
| | Total other comprehensive income | | **20.89** | **0.69** |
| IX | **Total comprehensive income for the year (VII+VIII)** | | 131.95 | 104.12 |
| X | **Earnings per share (face value of ₹ 1 each)** | | | |
| | (a) Basic (In ₹) | 27 | 8.96 | 9.23 |
| | (b) Diluted (In ₹) | 27 | 8.92 | 8.82 |

Material accounting policies 1(ii)

The accompanying notes form an integral part of these consolidated financial statements 1-43

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Consolidated Statement of Cash Flows for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| Profit before income tax | 143.12 | 137.32 |
| **Adjustments for:** | | |
| Depreciation and amortisation expenses | 11.50 | 2.08 |
| Finance costs | 51.74 | 42.96 |
| Interest income | (67.88) | (78.18) |
| Gain on lease termination | (0.01) | - |
| Allowance for expected credit loss | 1.61 | 5.53 |
| Share based payment expense | 1.11 | 1.54 |
| Loss on disposal of property, plant and equipment (net) | 0.07 | - |
| Unrealised gain from exchange difference (net) | (0.02) | - |
| **Operating profit before working capital Changes** | **141.24** | **111.25** |
| **Net Changes in working capital:** | | |
| Change in inventories | (23.69) | (182.25) |
| Change in trade receivables | 64.67 | (235.93) |
| Change in other assets and other financial assets | 83.11 | (189.93) |
| Change in trade payables | 35.31 | 283.17 |
| Change in acceptances | - | (152.55) |
| Change in provisions and other liabilities | (11.53) | 10.74 |
| **Cash generated from / (used in) operating activities** | **289.11** | **(355.50)** |
| Income tax paid (net) | (31.00) | (35.51) |
| **Net cash generated from / (used in) operating activities (A)** | **258.11** | **(391.01)** |
| **B. Cash flow from investing activities** | | |
| Purchase of property, plant and equipment, intangible assets and right-of-use assets (including adjustment on account of capital work-in-progress, capital advances and capital creditors) | (232.05) | (157.52) |
| Proceeds from disposal of property, plant and equipment | 0.99 | - |
| Proceeds from /(investment in) bank deposits (net) | 557.16 | (17.43) |
| Repayment of loan | - | 0.49 |
| Interest received | 81.24 | 87.07 |
| **Net cash generated from / (used in) investing activities (B)** | **407.34** | **(87.39)** |

# Consolidated Statement of Cash Flows for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **C. Cash flow from financing activities** | | |
| Proceeds from conversion of share warrants | 255.34 | 15.79 |
| Repayment of principal portion of lease liabilities | (0.43) | (1.44) |
| Repayment of Interest portion of lease liabilities | (0.01) | (0.08) |
| Interest paid | (48.56) | (42.53) |
| (Repayments) / proceeds of short-term borrowings (net) | (472.52) | 507.15 |
| **Net cash (used in) / generated from financing activities (C)** | **(266.18)** | **478.89** |
| **Net increase in cash and cash equivalents (D=A+B+C)** | 399.27 | 0.49 |
| Cash and cash equivalents at the beginning of the year (E) | 123.94 | 122.82 |
| Exchange difference on cash and cash equivalents (F) | (3.32) | 0.63 |
| **Cash and cash equivalents at the end of the year (D+E+F) (refer note 7)** | **519.89** | **123.94** |

**Notes :**

(a) The above Consolidated statement of cash flow has been prepared under the 'Indirect method' as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows.

(b) Refer note - 34 for reconciliation of liabilities arising from financing activities.

(c) Non-cash investing activities : (₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Acquisition of right-of-use asset (Refer note 2(d)) | 0.54 | 34.43 |
| **Total** | **0.54** | **34.43** |

| | |
|---|---|
| Material accounting policies | 1(ii) |
| The accompanying notes form an integral part of these consolidated financial statements | 1-43 |

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Consolidated Statement of Changes in Equity for the year ended 31 March 2026

(All amounts in ₹ crores, unless specified otherwise)

## A. Equity share capital

| Particulars | Number of shares | Amount |
|---|---|---|
| Equity shares issued, subscribed and fully paid up | | |
| Balance as at April 01, 2024 of ₹ 10 each | 111,540,000 | 11.15 |
| Changes during the year ended March 31, 2025 (refer note 11(1)(a) | 842,000 | 0.09 |
| **Balance as at March 31, 2025 of ₹ 1 each** | **112,382,000** | **11.24** |
| Changes during the year ended March 31, 2026 (refer note 11(1)(a) | 13,618,000 | 1.36 |
| **Balance as at March 31, 2026 of ₹ 1 each** | **126,000,000** | **12.60** |

## B. Other equity (Refer note 13 (b))

| Particulars | Number of shares | | | | Foreign currency translation reserve | Money received against Share Warrants | Total |
|---|---|---|---|---|---|---|---|
| | Securities premium | General Reserve | Retained Earnings | Share option outstanding account | | | |
| **Balance as at April 01, 2024** | **918.93** | **0.20** | **66.33** | **-** | | **90.38** | **1,075.84** |
| Profit for the year ended March 31, 2025 | - | - | 103.43 | - | - | - | 103.43 |
| Other comprehensive income for the year, net of tax | | | | | | | |
| Remeasurements of post employment benefit obligation | - | - | 0.06 | - | - | - | 0.06 |
| Exchange differences arising on translation of foreign operations | - | - | - | - | 0.63 | - | 0.63 |
| Issue of Equity share upon conversion of share warrants | 21.01 | - | - | - | - | (21.05) | (0.04) |
| Other adjustments | | | (0.30) | - | - | | (0.30) |
| Money received upon conversion of share warrants | - | - | - | - | - | 15.79 | 15.79 |
| Issue of bonus shares | - | - | (0.04) | - | - | - | (0.04) |
| Recognition of share-based payments | - | - | - | 1.54 | - | - | 1.54 |
| **Balance as at March 31, 2025** | **939.94** | **0.20** | **169.48** | **1.54** | **0.63** | **85.12** | **1,196.91** |
| Profit for the year ended March 31, 2026 | - | - | 111.06 | - | - | - | 111.06 |
| Other comprehensive income for the year, net of tax | | | | | | | |
| Remeasurements of post employment benefit obligation | - | - | 0.16 | - | - | - | 0.16 |
| Exchange differences arising on translation of foreign operations | - | - | - | - | 20.73 | - | 20.73 |
| Issue of Equity share upon conversion of share warrants | 339.76 | - | - | - | - | (340.46) | (0.70) |
| Money received upon conversion of share warrants | - | - | - | - | - | 255.34 | 255.34 |
| Issue of bonus shares | - | - | (0.68) | - | - | - | (0.68) |
| Recognition of share-based payments | - | - | - | 1.11 | - | - | 1.11 |
| **Balance as at March 31, 2026** | **1,279.70** | **0.20** | **280.02** | **2.65** | **21.36** | **-** | **1,583.93** |

Material accounting policies 1(ii)

The accompanying notes form an integral part of these consolidated financial statements 1-43

As per our report of even date attached.

**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

**Ashish Gera**
Partner
Membership No. 508685

Place: Noida
Date: May 04, 2026

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 1(i) Company background

SG Mart Limited (Formerly known as Kintech Renewables Limited) ('the Company') is a public company located in India (CIN: L46102DL1985PLC426661), having its registered office situated at H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi, India, 110092. The Company was originally incorporated on 9th April 1985 and its shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Company is primarily engaged in the business of trading and manufacturing of building material products.

### Composition of the Group

These consolidated financial statements include the respective financial statements of SG Mart Limited (the "Parent Company" or the "Holding Company") and its subsidiaries as listed below. The principal activity of the Parent Company and its subsidiaries predominantly comprise business of trading and manufacturing of building material products.

| Name of the company/ entity | Nature | Country of incorporation and principle place of business | Proportion of ownership interest | |
|---|---|---|---|---|
| | | | As at March 31, 2026 | As at March 31, 2025 |
| SG Mart Limited | Parent/ Holding Company | India | NA | NA |
| SG Mart FZE | Foreign wholly owned subsidiary | Jebel Ali Free Zone, UAE | 100% | 100% |
| SG SUPER 101 Private Limited | Domestic wholly owned subsidiary | India | 100% | 100% |

## 1(ii) Material Accounting Policy Information

The material accounting policies applied by the Group in the preparation of its consolidated financial statements are listed below. Such accounting policies have been applied consistently to the financial year presented in these consolidated financial statements.

### (a) Statement of compliance

The consolidated financial statements are prepared and presented in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time as notified under Section 133 of the Companies Act 2013, the relevant provisions of the Companies Act 2013 ("the Act") and other accounting principles generally accepted in India.

### (b) Basis of Preparation

The consolidated financial statements have been prepared in conformity with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements have been prepared on accrual basis under the historical cost basis except for following assets and liabilities which have been measured at fair value:

i. Certain financial assets and liabilities (including derivative financial instruments) measured at fair value;

ii. Share based payments;

iii. Defined benefit obligations

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. Current assets include current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

The consolidated financial statements have been prepared on the following basis:

i) The standalone financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book value of like terms of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intragroup transactions and resulting unrealized profits or losses in accordance with Ind AS 110 - "Consolidated Financial Statements".

ii) The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's Standalone Financial Statements.

**Going Concern**

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

### (c) Use of estimates and critical accounting judgements

In preparation of the financial statements, the Group makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised and future years affected.

The following are the critical judgements, apart from those involving estimations that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

**(i) Deferred tax assets and liabilities**

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change. Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realised. The Group estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the consolidated statement of Profit and Loss."

**(ii) Useful lives of Property, plant and equipment ('PPE')**

The Group reviews the estimated useful lives and residual value of PPE at the end of each reporting year. The factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future years.

**(iii) Defined benefit obligations**

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

**(iv) Inventories**

The Group estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices."

**(v) Fair value measurement**

When the fair values of financial assets and financial liabilities recorded in the Consolidated Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

these factors could affect the reported fair value of financial instruments."

### (vi) Impairment of financial assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. At each balance sheet date, based on historical default rates observed over expected life, existing market conditions as well as forward looking estimates, the management assesses the expected credit losses on outstanding receivables. Further, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with industry and country in which the customer operates.

## (d) Operating cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## (e) Foreign currency transaction

### (i) Functional and presentation currency

The financial statements are presented in Indian rupee (₹), which is functional and presentation currency.

### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Consolidated Statement of Profit and Loss on a net basis within other income/expenses.

## (f) Revenue recognition

Revenue is recognised upon transfer of control of promised goods or services to customers at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable considerations) allocated to that performance obligation as per contractually agreed terms with the customers. The transaction price of goods sold and services rendered is net of various discounts and schemes offered by the Group as part of the contract. Revenue is recorded provided the recovery of consideration is probable and determinable.

### (i) Sale of goods

The Group's revenue is derived from the single performance obligation to transfer primarily products under arrangements in which the transfer of control of the products and the fulfilment of the Group's performance obligation occur at the same time. Revenue from the sale of goods is recognised when the Group has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Group will collect the consideration to which it is entitled to in exchange for the goods. Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms.

Contract assets and contract liabilities A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group satisfies performance obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on Group's future performance. A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group satisfies performance obligation under the contract. The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

In contracts where the Group acts as an agent, the revenue is recorded at the net amount that the Group retains for its services.

**(ii) Interest income**

Interest income from financial assets is recognised, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

**(iii) Services rendered**

Revenue from service related activities are recognised as and when services are rendered and on basis of contractual terms with the parties.

**(g) Leases**

**As a lessee**

The Group's lease asset classes primarily consist of leases for buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset throughout the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets."

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Consolidated Balance Sheet and lease payments have been classified as financing cash flows.

**(h) Impairment of non-financial assets**

At each balance sheet date, the Group reviews the carrying values of non-financial assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any).Where the assets does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the highest of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years.

**(i) Cash and cash equivalents and Cash Flow Statement**

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Balance Sheet.

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Short term borrowings, repayments and advances having maturity of three months or less, are shown as net in cash flow statement.

**(j) Inventories**

Raw materials, work in progress, stores, traded and finished goods

Inventories are valued as follows:

**Raw materials and stores**

At the lower of cost (First in First Out - FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes cost of purchase, all charges in bringing the goods to their present location and condition, including indirect levies, transit insurance and receiving charges. The cost of purchase consists of the purchase price including duties and taxes other than those subsequently recoverable by the enterprise from the taxing authorities, freight inwards and other expenditure directly attributable for its acquisition. Stock in transit is valued at lower of cost and net realisable value.

**Finished goods**

i. **Manufactured:** At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a First in First Out - FIFO basis.

ii. **Traded:** At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a First in First Out - FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Consolidated Statement of Profit and Loss.

**Rejection and scrap**

Rejection and scrap are valued at net realisable value.

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

**(k) Property, plant and equipment and Capital work-in-progress**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition or construction. All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit and loss. Property, plant and equipment acquired under asset acquisition are initially recorded at fair value determined by competent valuers.

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

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets.

Property, plant and equipment acquired in business combination are recognised at fair value at the acquisition date. Subsequent costs are included in the assets carrying value or recognised as a separate assets as appropriate only when it is possible that future economic benefit associated with the item will flow to the Group.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

**Capital work-in-progress**

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest."

**Depreciation methods, estimated useful lives and residual value**

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

The estimated useful life of various property, plant and equipment is as under:-

| Description | Useful live (upto) |
|---|---|
| Buildings (RCC frame structure) | 60 years |
| Buildings (Other than RCC frame structure) | 30 years |
| Plant and Machinery | 15 years |
| Vehicles | 8 years |
| Furniture & Fixtures | 10 years |
| Office Equipment | 5 years |
| Computers | 3 years |

The residual values, useful lives and method of depreciation of Property, plant & equipment is reviewed at the end of each financial year and adjusted prospectively if appropriate.

**(l) Intangible assets**

**(i) Initial recognition of intangible assets**

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided they meet all of the following recognition requirements:

- the development costs can be measured reliably
- the project is technically and commercially feasible
- the Company intends to and has sufficient resources to complete the project
- the Company has the ability to use or sell the software, and
- the software will generate probable future economic benefits."

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

**(ii) Subsequent measurement**

All finite-lived intangible assets, including capitalised internally developed software, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing.

Subsequent expenditures on the maintenance of computer software are expensed as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognised in statement of profit or loss within other income or other expenses.

Intangible assets are amortised over their estimated useful life on straight line method as follows:

(a) Computer softwares - 5 years

The estimated useful life of the intangible assets is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

**(m) Employee benefits**

Employee benefits include contribution to provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Consolidated Balance Sheet.

**(ii) Defined contribution plans**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Holding Company has no obligation, other than the contribution payable to the provident fund. The Holding Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid.

### (iii) Other long-term employee benefit obligations

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

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting year, regardless of when the actual settlement is expected to occur. The obligations which are shown as non current liabilities represents entity's unconditional right to defer settlement for at least twelve months after the reporting year as the leaves are subject to approvals.

### (iv) Defined benefit plan

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Other Comprehensive Income in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average year until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

## (n) Share based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 30.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Holding Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period, the Holding Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised as profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

## (o) Financial instruments – initial recognition, subsequent measurement and impairment

### Recognition

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

### Initial measurement, classification and subsequent measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with Ind AS 115, all financial assets are initially measured at fair value plus, in case of financial assets other than classified as fair value through profit and loss account, transaction costs that are attributable to the acquisition of financial asset. The Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

Financial assets, are classified into one of the following categories:

- amortised cost
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).

The classification is determined by both:

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

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or other income, except for impairment of trade receivables which is presented within impairment losses of financial assets and contract assets. Interest income and expenses are reported on an accrual basis using the effective interest method. The Group presents interest income on financial assets at FVTPL as a part of fair value changes.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

For purposes of subsequent measurement, financial assets are classified in three categories:

### Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method."

### Financial assets at FVOCI

The Group accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is hold to collect" the associated cash flows and sell, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

Any gains or losses recognised in OCI will be recycled upon derecognition of the asset. However, there is an exception to this, which is an irrevocable option to present subsequent changes in the fair value of an investment in equity, in which case there is no recycling even at the time of derecognition, except for dividend income recognised in profit or loss.

### Financial assets at FVTPL

Financial assets held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at FVTPL. All derivative financial instruments fall into this category (see below).

For all equity investments the Group accounts for the investment at FVTPL. The fair value is determined in line with the requirements of Ind AS 113 'Fair Value Measurement'. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Financial instruments – initial recognition, subsequent measurement and impairment (Cont'd)

### Impairment of financial assets

Ind AS 109's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under Ind AS 115 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

(b) Financial assets that are measured at FVTOCI e.g. investment in bonds.

(c) Trade receivables under Ind AS 115.

For recognition of impairment loss on other financial assets, investment in subsidiary and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves and there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

### Derecognition of financial assets

A financial asset is derecognised only when

- the Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset."

### Transferred trade receivables

Transferred trade receivables represents factoring arrangements entered by the Group without recourse for its trade receivable with banks/financial institutions. Under these arrangements, the Group derecognise the receivables from its books since, it transfer substantially all the risks and rewards of ownership of the financial asset (i.e. receivables) and amounts received from the banks are recognised as consideration for the transfer, and any difference between the carrying amount of the receivables and the consideration received is recognised in the statement of profit and loss. The Group does not retain any continuing involvement in respect of such receivables.

### Classification and subsequent measurement of financial liabilities

The Group's financial liabilities include borrowings, trade payable, other financial liabilities and derivative liabilities

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL. Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss."

All interest-related charges and, if applicable, that are reported in profit or loss are included within finance costs and changes in an instrument's fair value are reported in profit or loss are included within other income/other expenses.

### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss

### Borrowings and borrowings cost

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the year of the borrowings. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the year of the facility to which it relates.

Borrowings are de-recognised from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting year. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting year with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting year and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the year in which they are incurred.

Financial instruments – initial recognition, subsequent measurement and impairment (Cont'd)

### Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency contracts to hedge its foreign currency risks in respect of its imports and exports. Derivatives are initially recognised at fair value on the date of executing a derivative contract and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

value of derivatives that are designated and qualify as fair value hedges are recognised in the Consolidated Statement of Profit and Loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

#### Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### (p) Supplier Finance Arrangement

The Group enters into supplier finance arrangements with various finance providers to facilitate the early payment of dues on its behalf to the Group's vendors who may elect to factor their invoice through such financial institutions. The finance providers pay the amounts to a participating vendor in respect of invoices owed by the Group and receive settlement from the Group at a later date. By virtue of commercial agreements with the vendors, the Group remains obligated to settle invoices at the contractually agreed payment terms and is not impacted by the decision of vendor to obtain early financing from the finance providers. In this arrangement, no material extension of payment terms beyond those agreed with suppliers is offered to the Group by the finance providers. Further, the Group is not required to pledge any collateral to secure the transaction, and no fee is re-charged to the Group by the finance provider.

The economic substance of the transaction is determined to be in nature of operating activity where the original contract with the vendors does not get substantially modified on entering into arrangement. Therefore, the Group has disclosed the amounts factored by vendors within trade payables because the nature and function of the liability remains the same as those of other trade payables. "

### (q) Fair value measurements

The Group measures financial instruments at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

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

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## 1(iii) Other Accounting Policy Information

### (a) Income tax

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each year adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in Other Comprehensive Income . In this case, the tax is also recognised in Other Comprehensive Income.

**(b) Earnings per share**

Basic earnings/ (loss) per share is computed by dividing the net profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented in case of share splits.

**(c) Provisions**

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting year.

**(d) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date.

**(e) Segment information**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The Group is primarily in the business of Trading of Building Material Products and hence there is only one reportable operating segment as per 'Ind-AS 108 : Operating Segments'.

## 1(iv) Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements. In August 2025, MCA notified the following amendments to:
1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Group has no impact of these amendments in its classification criteria of current and non-current liabilities.
2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendments introduce additional disclosure requirements for supplier finance arrangements, including information on the nature of such arrangements, the carrying amount

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

of related liabilities and associated payment terms. Further, such arrangements are to be considered in assessing concentration of liquidity risk. The Group has evaluated these amendments and determined that there is no material impact on its consolidated financial statements.
3. Ind AS 12, International tax reform – Pillar Two model rules – Amendments to Ind AS 12, Income Taxes: these amendments provide temporary relief from accounting for deferred taxes arising from the implementation of the Pillar Two model rules and introduce targeted disclosure requirements. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements.

### Standards issued but not yet effective

Classification of Liabilities as current or non-current and non-current liabilities with covenants – amendments to Ind AS 1 - This amendment also includes specific provisions that will take effect from April 1, 2026, as outlined below. Under the existing Ind AS 1, where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. However, the amended requirements stipulate that entities will no longer be permitted to consider lender waivers that are granted after the reporting date but before the financial statements are approved for the purpose of classification of loans. This amendment is required to be applied retrospectively in accordance with Ind AS 8. The Company does not expect this amendment to have an impact on its operations or financial statements.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 2(a) : Property, Plant and Equipment

(₹ in crores)

| | Freehold Land | Buildings | Plant and Equipment | Furniture & Fixtures | Vehicles | Office Equipments | Computers | Total |
|---|---|---|---|---|---|---|---|---|
| **Gross Block** | | | | | | | | |
| Balance at April 01, 2024 | 30.92 | 0.43 | 6.73 | 0.12 | 0.30 | 0.10 | 0.43 | 39.03 |
| Additions | 31.81 | 47.12 | 46.96 | 0.58 | 0.50 | 0.35 | 0.16 | 127.48 |
| Disposals during the year | - | - | - | - | - | - | - | - |
| Foreign currency translation difference | - | - | - | 0.01 | 0.00 | 0.00 | - | 0.01 |
| **Balance as at March 31, 2025** | **62.73** | **47.55** | **53.69** | **0.71** | **0.80** | **0.45** | **0.59** | **166.52** |
| Additions for the year | 37.85 | 52.63 | 69.44 | 0.32 | 0.20 | 0.19 | 0.34 | 160.97 |
| Disposals during the year | - | - | (0.95) | - | (0.33) | - | - | (1.28) |
| Foreign currency translation difference | - | 3.71 | 1.79 | 0.07 | 0.02 | 0.03 | 0.01 | 5.63 |
| **Balance as at March 31, 2026** | 100.58 | 103.89 | 123.97 | 1.10 | 0.69 | 0.67 | 0.94 | 331.84 |
| **Accumulated depreciation** | | | | | | | | |
| Balance at April 01, 2024 | - | 0.01 | 0.25 | 0.01 | 0.02 | 0.01 | 0.05 | 0.35 |
| Depreciation for the year | - | 0.14 | 1.34 | 0.04 | 0.07 | 0.09 | 0.17 | 1.85 |
| Reversal on disposals of assets | - | - | - | - | - | - | - | - |
| Foreign currency translation difference | - | - | - | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Balance as at March 31, 2025** | - | **0.15** | **1.59** | **0.05** | **0.09** | **0.10** | **0.22** | **2.20** |
| Depreciation for the year | - | 2.84 | 6.25 | 0.09 | 0.18 | 0.11 | 0.27 | 9.74 |
| Reversal on disposals of assets | - | - | (0.05) | - | (0.14) | - | - | (0.19) |
| Foreign currency translation difference | - | 0.09 | 0.08 | 0.00 | 0.01 | 0.00 | 0.00 | 0.18 |
| **Balance as at March 31, 2026** | - | 3.08 | 7.87 | 0.14 | 0.14 | 0.21 | 0.49 | 11.93 |
| **Net carrying value** | | | | | | | | |
| Balance as at March 31, 2025 | 62.73 | 47.40 | 52.10 | 0.66 | 0.71 | 0.35 | 0.37 | 164.32 |
| **Balance as at March 31, 2026** | **100.58** | **100.81** | **116.10** | **0.96** | **0.55** | **0.46** | **0.45** | **319.91** |

(i) Title deeds of all immovable properties, other than properties where the respective Group Companies is the lessee and the lease agreements are duly executed in favour of the lessee, are held in the name of the respective Group Companies, except as disclosed below:

| Description of property | Gross carrying value | Net carrying value | Title deeds in the name of | Whether title deed holder is a Promoter, director or relative of promoter/ director or employee | Date since the property is held | Reason for not being held in name of Company |
|---|---|---|---|---|---|---|
| Land, Raipur | 3.39 | 3.39 | Kintech Renewables Limited | No | August 23, 2023 | Kintech Renewables Limited is erstwhile name of the Company. The Company is in the process of updating its name in the title deeds of its immovable properties. |
| Land, Raipur | 1.15 | 1.15 | | No | August 23, 2023 | |
| Land and Building, Bangalore | 9.60 | 9.57 | | No | July 05, 2023 | |

(ii) Property, plant and equipment other than freehold land of Holding Company have been pledged as security for borrowings as at March 31, 2026 and March 31, 2025. Refer Note 14 for loans taken against which these assets are pledged.

(iii) The amount of contractual commitments for the acquisitions of property, plant and equipment are disclosed in Note 28(b).

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 2(b) : Capital work-in-progress

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balance at the beginning** | 75.91 | 17.06 |
| Additions during the year* | 64.12 | 126.99 |
| Capitalised during the year | (122.45) | (68.88) |
| Foreign currency translation difference | 2.36 | 0.74 |
| **Balance as at year end** | **19.94** | **75.91** |

*Includes certain directly attributable expenses incurred towards Interest on term loan, interest on lease liabilities and depreciation on lease liabilities and professional and consulting expenses amounting to ₹ 3.23 crores (March 31, 2025 : ₹ 5.01).

### Ageing of Capital work-in-progress (CWIP) is as below :

(₹ in crores)

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 year | Total |
| Project in progress | 19.94 | - | - | - | 19.94 |
| Project temporarily suspended | - | - | - | - | - |
| **Closing balance as at March 31, 2026** | **19.94** | **-** | **-** | **-** | **19.94** |

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 year | Total |
| Project in progress | 75.91 | - | - | - | 75.91 |
| Project temporarily suspended | - | - | - | - | - |
| **Closing balance as at March 31, 2025** | **75.91** | **-** | **-** | **-** | **75.91** |

(i) There are no capital work-in-progress as at March 31, 2026 and March 31, 2025 whose completion is overdue or has exceeded its cost compared to its original/revised plan.

## 2(c) : Intangible assets

(₹ in crores)

| Particulars | Computer software | Total |
|---|---|---|
| **Gross Block** | | |
| Balance at April 01, 2024 | - | - |
| Additions for the year | 0.51 | 0.51 |
| Disposals during the year | - | - |
| **Balance at March 31, 2025** | **0.51** | **0.51** |
| Additions for the year | - | - |
| Disposals during the year | - | - |
| **Balance as at March 31, 2026** | **0.51** | **0.51** |
| Amortisation | | |
| Balance at April 01, 2024 | - | - |
| Amortisation for the year | 0.06 | 0.06 |
| Balance at March 31, 2025 | 0.06 | 0.06 |
| Amortisation for the year | 0.10 | 0.10 |
| **Balance as at March 31, 2026** | **0.16** | **0.16** |
| Net carrying value | | |
| Balance at March 31, 2025 | 0.45 | 0.45 |
| **Balance as at March 31, 2026** | **0.35** | **0.35** |

(i) There are no contractual commitments for the acquisitions of Intangible assets.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 2(d) : Right-of-use assets and lease liabilities

(₹ in crores)

| Particulars | Land | Building | Total |
|---|---|---|---|
| **Balance as at April 1, 2024** | - | 0.38 | 0.38 |
| Additions during the year | 51.59 | - | 51.59 |
| Depreciation during the year | (0.82) | (0.17) | (0.99) |
| Foreign currency translation difference | 0.36 | - | 0.36 |
| Other adjustments | - | (0.03) | (0.03) |
| **Balance as at March 31, 2025** | **51.13** | **0.18** | **51.31** |
| Additions during the year | 12.54 | - | 12.54 |
| Disposal during the year | - | (0.09) | (0.09) |
| Depreciation during the year | (2.14) | (0.09) | (2.23) |
| Foreign currency translation difference | 3.38 | - | 3.38 |
| Other adjustments | - | - | - |
| **Balance as at March 31, 2026** | **64.91** | **-** | **64.91** |

**(i)** Right-of-use assets (ROU) assets are amortised from the commencement date on a straight-line basis over the lease term. The lease term was 36 months for building and ranges between 20 to 99 years for lands.

**(ii) The following is the break-up of current and non-current lease liabilities as at March 31, 2026 and March 31, 2025:**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current lease liability | 0.44 | 0.53 |
| Non-current lease liability | 36.06 | 32.38 |
| **Total** | **36.50** | **32.91** |

**(iii) The following is the movement in lease liabilities during the year ended March 31, 2026 and March 31, 2025 :**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balance at the beginning** | 32.91 | 0.40 |
| Additions | 0.54 | 32.56 |
| Interest expense on lease liabilities | 2.33 | 1.14 |
| Deletions/Adjustments | (0.10) | (0.03) |
| Payment of lease liabilities | (0.44) | (1.51) |
| Foreign currency translation difference | 1.26 | 0.35 |
| **Balance at the end** | **36.50** | **32.91** |

**(iv) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2026 and March 31, 2025 :**

**As on 31 March 2026**

(₹ in crores)

| | Undiscounted lease payments | Interest expense | Net present value |
|---|---|---|---|
| Less than one year | 2.88 | 2.48 | 0.40 |
| One to five years | 12.23 | 9.60 | 2.63 |
| More than five years | 55.38 | 21.91 | 33.47 |
| **Total** | **70.49** | **33.99** | **36.50** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 2(d) : Right-of-use assets and lease liabilities (Contd.)

**As on 31 March 2025**

(₹ in crores)

| | Undiscounted lease payments | Interest expense | Net present value |
|---|---|---|---|
| Less than one year | 2.76 | 2.23 | 0.53 |
| One to five years | 10.42 | 8.62 | 1.80 |
| More than five years | 49.54 | 18.96 | 30.58 |
| **Total** | **62.72** | **29.81** | **32.91** |

**(v)** The Group's lease asset class primarily consists of leases for land and buildings with the exception of short-term leases, leases of low-value underlying asset and cancellable long-term leases, each lease is reflected on the balance sheet as a right of use asset and a lease liability.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right of use asset can only be used by the Company. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets other than leasehold lands as security against the Company's other debts and liabilities.

**(vi)** The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**(vii)** The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) and for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Short-term leases | 1.95 | 0.95 |
| **Total** | **1.95** | **0.95** |

**(viii)** Refer Note 24 and 25 for interest expense and depreciation charged in consolidated statement of profit and loss and refer note 2 (b) for depreciation expenses capitalised in capital work-in-progress.

**(ix)** Lease deeds of all right-of-use assets are held in the name of the respective Group Companies.

**(x)** The Group does not have any leases with variable lease payments.

**(xi)** Property leases contain extension options exercisable by the Group post mutual discussion for specified number of years after the end of the non-cancellable contract period. Where practicable the extension options held are exercisable only by the Group, the Group seeks to include extension options in new leases to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control. Where the extension options held are exercisable by mutual discussion between the Group and the lessors, the extension period is not included in lease term.

**(xii)** The Group does not provide any residual value guarantee in relation to its leases.

**(xiii)** The Group does not have any sublease and assignment rights as per the lease agreements.

**(xiv)** ROU assets of SG Marts FZE have been pledged as security for its borrowing as at March 31, 2026. Refer note 14 for loans taken against which these assets are pledged.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 3. Other financial assets (Non-current)

(Unsecured, considered good) (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Security deposits | 1.14 | 0.50 |
| **Total** | **1.14** | **0.50** |

## 4. Other non-current assets

(Unsecured, considered good) (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Capital advances* | 122.33 | 12.74 |
| **Total** | **122.33** | **12.74** |

*There are no advances due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member.

## 5. Inventories

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Raw materials | 19.62 | - |
| Finished goods (including goods in transit of ₹ 5.29 crores (March 31, 2025: Nil )) | 15.26 | 0.77 |
| Stock-in-trade (including goods in transit of ₹ 8.95 crores (March 31, 2025: ₹ 2.93 crores)) | 246.56 | 252.37 |
| Stores and spares | 2.15 | 0.36 |
| **Total** | **283.59** | **253.50** |

**Notes :**

(i) The method of valuation of inventories has been stated in note 1(ii) (j) of material accounting policy information.

(ii) Inventories have been hypothecated towards Group's borrowings from banks (Refer note 14).

(iii) The cost of inventories recognised as an expense during the year are disclosed in Note 21, Note 22 and Note 26.

## 6. Trade receivables

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Trade receivables - considered good, unsecured | 264.58 | 316.74 |
| Trade receivables - credit impaired, unsecured | 7.21 | 5.53 |
| Less : Allowance for expected credit losses (Refer note 33 (b)) | (7.21) | (5.53) |
| **Total** | **264.58** | **316.74** |

**Ageing of trade receivables and credit risk arising there from is as below :** (₹ in crores)

| Particulars | As at March 31, 2026 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | | |
| | Unbilled | Not yet due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - considered good | - | - | 262.74 | 1.84 | - | - | - | 264.58 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 6. Trade receivables (Contd.)

**Ageing of trade receivables and credit risk arising there from is as below :** (₹ in crores)

| Particulars | As at March 31, 2026 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | | |
| | Unbilled | Not yet due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - credit impaired | - | - | - | 1.85 | 0.40 | 0.22 | - | 2.47 |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - | - |
| Disputed trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | 0.00 | 4.74 | - | 4.74 |
| | **-** | **-** | **262.74** | **3.69** | **0.40** | **4.96** | **-** | **271.79** |
| Less : Allowance for expected credit losses | | | | | | | | (7.21) |
| **Net trade receivables** | | | | | | | | **264.58** |

**Ageing of trade receivables and credit risk arising there from is as below :** (₹ in crores)

| Particulars | As at March 31, 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | | |
| | Unbilled | Not yet due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - considered good | 0.44 | - | 315.03 | 1.27 | - | - | - | 316.74 |
| Undisputed trade receivables - which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Undisputed trade receivables - credit impaired | - | - | - | 0.57 | 4.14 | - | - | 4.71 |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - | - |
| Disputed trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| Disputed trade receivables - credit impaired | - | - | - | - | 0.82 | - | - | 0.82 |
| | **0.44** | **-** | **315.03** | **1.84** | **4.96** | **-** | **-** | **322.27** |
| Less : Allowance for expected credit losses | | | | | | | | (5.53) |
| **Net trade receivables** | | | | | | | | **316.74** |

**Notes :**

(i) Trade receivables have been hypothecated towards Group's borrowings from banks (Refer note 14).

(ii) There are no amounts due by directors or other officers of the Group either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

(iii) The average credit period on sale of goods is 0-90 days. In some cases interest has been charged on the trade receivables for the amount overdue above the credit period.

(iv) Refer note 31 for amount due from related party.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 6. Trade receivables (Contd.)

(v) The carrying amount of trade receivable does not include receivables of ₹ 16.31 crores (March 31, 2025: Nil) which are subject to a factoring arrangement. Under this arrangement, the Company has transferred the relevant receivables to the factor in exchange for cash on non-recourse basis. The Company, therefore, has derecognised the said receivables under the said arrangement.

(vi) The change in trade receivables during the year arose due to a higher proportion of sales to customers operating under short-term payment arrangements.

## 7. Cash and cash equivalents

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Cash on hand | 0.01 | 0.00 |
| (b) Balances with banks - in current accounts | 8.98 | 123.94 |
| (c) Bank deposits with original maturity of less than three months | 510.90 | - |
| **Total** | **519.89** | **123.94** |

**Note :**

There are no restrictions on usage of cash and cash equivalents by the Group as at the end of current year and previous year.

## 8. Bank balances other than cash and cash equivalents

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(a) Earmarked accounts** | | |
| (i) Bank deposits with original maturity of more than 3 months but remaining maturity less than 12 months* | 464.24 | 1,020.86 |
| (ii) Unpaid dividend accounts (Earmarked against the corresponding provision, Refer note 16) | 0.00 | 0.00 |
| **Total** | **464.24** | **1,020.86** |

*The Holding Company has taken fixed deposit overdraft facilities from banks against which fixed deposits have been pledged as security with banks (Refer note 14).

## 9. Other financial assets (Current)

(Unsecured, considered good)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Interest accrued but not due on bank deposits | 2.99 | 4.27 |
| (b) Interest accrued and due on bank deposits | - | 11.21 |
| **Total** | **2.99** | **15.48** |

## 10. Other current assets

(Unsecured, considered good)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Balances with government authorities | 48.15 | 50.54 |
| (b) Prepaid expenses | 3.91 | 3.87 |
| (c) Advance to suppliers | 131.80 | 207.31 |
| (d) Other receivables | 1.46 | 0.67 |
| (e) Advance to employees* | 0.43 | 0.11 |
| (f) Other Advances | - | 0.17 |
| **Total** | **185.75** | **262.67** |

*Advances to employees include an advance against salary to the Whole-time Director amounting to ₹0.32 crores (31 March 2025 : Nil) (Refer Note 31). The above advance extended in accordance with the Company's policy applicable to all employees, and does not constitute a loan under Section 185 of the Companies Act, 2013. Except for the aforesaid, there are no advances due by directors or other officers of the Group either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 11 (a) Equity share capital

(₹ in crores)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **Authorised capital** | | | | |
| Equity shares of ₹ 1 each (March 31, 2025 : ₹ 1 each) | 150,000,000 | 15.00 | 150,000,000 | 15.00 |
| | **150,000,000** | **15.00** | **150,000,000** | **15.00** |
| **Issued capital** | | | | |
| Equity shares of ₹ 1 each (March 31, 2025 : ₹ 1 each) | 126,000,000 | 12.60 | 112,382,000 | 11.24 |
| | **126,000,000** | **12.60** | **112,382,000** | **11.24** |
| **Subscribed and fully paid up capital** | | | | |
| Equity shares of ₹ 1 each (March 31, 2025 : ₹ 1 each) | 126,000,000 | 12.60 | 112,382,000 | 11.24 |
| | **126,000,000** | **12.60** | **112,382,000** | **11.24** |

**(i) Reconciliation of the number of shares and amount outstanding as at March 31, 2026 and March 31, 2025 :**

(₹ in crores)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of Shares | Amount | Number of Shares | Amount |
| **Equity share capital** | | | | |
| **Outstanding at the beginning of the year** | 112,382,000 | 11.24 | 111,540,000 | 11.15 |
| Add: Conversion of warrants in equity shares (Refer note (vi) below) | 6,809,000 | 0.68 | 421,000 | 0.04 |
| Add: Issue of equity shares upon conversion of warrants during the year on account of bonus issue as referred in note (iii) below | 6,809,000 | 0.68 | 421,000 | 0.04 |
| **Outstanding at the end of the year** | **126,000,000** | **12.60** | **112,382,000** | **11.24** |

**(ii) Rights, preferential and restrictions attached to equity shares**

(a) The Company has one class of equity shares having a par value of ₹ 1 each (March 31, 2025 : ₹ 1 each). Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) The Company has allotted 3,000,000 equity shares of face Value of ₹10/- each, at an issue price of Rs. 450/- per equity share, which included a premium of Rs. 440 per equity share, on July 10, 2023 through preferential issue approved by the Board of Directors on April 3, 2023 and further approved by the shareholders on May 5, 2023. Out of 3,000,000 equity shares 800,000 shares were locked in upto February 17, 2025.

Further allotted 1,577,000 equity shares of face Value of ₹10/- each, at an issue price of Rs. 5,000/- per equity share, which included a premium of Rs. 4,990 per equity share, on November 28, 2023 through preferential issue approved by the Board of Directors on September 23, 2023 and further approved by the shareholders on October 24, 2023 and were locked-in upto July 14, 2024.

(iii) Board of Directors in its Meeting held on January 8, 2024, had approved a proposal of issue of Bonus equity shares to the equity shareholders of the Company in the ratio of 1:1 i.e. 1 (One) Equity Shares for every 1 (One) Equity Shares having a face value of ₹ 1/- (considering the post sub-division/split of face value of equity shares) held by the Eligible equity shareholders of the Company as on the record date, which is approved by shareholders of the Company through postal ballot and e-voting. The record date for the said sub-division was set at February 22, 2024.

The Company allotted 55,770,000 equity shares as fully paid bonus shares by capitalisation of profit transferred from retained earnings amounting to ₹ 5.58 crores.

(iv) The Nomination and Remuneration Committee of the Company at its meeting held on April 16, 2024 and July 25, 2025, granted 300,500 and 390,000 stock options, respectively, to its eligible employees under the Kintech Renewables Limited Employees

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 11 (a) Equity share capital (Contd.)

Stock Option Scheme – 2023. The stock options will vest over a period of 5 years. Further, the Board of Directors of the Holding approved the change in name of "Kintech Renewables Limited Employees Stock Option Scheme-2023" to "SG Mart Limited Employees Stock Option Scheme-2023", to align with the change in name of the Holding Company (Refer note 30).

(v) For the period of five years immediately preceding the date of the Balance Sheet, The Company has neither bought back any class of equity shares nor issued shares pursuant to contract(s) without payment being received in cash. However, the Board of Directors, in its Meeting held on January 8, 2024, had approved a proposal of issue of Bonus equity shares to the equity shareholders of the Company in the ratio of 1:1 i.e. 1 (One) Equity Shares for every 1 (One) Equity Shares having a face value of ₹ 1/- (considering the post sub-division/split of face value of equity shares) held by the Eligible equity shareholders of the Company as on the record date, which is approved by shareholders of the Company through postal ballot and e-voting. The record date for the said sub-division was set at February 22, 2024.

The Company allotted 55,770,000 equity shares as fully paid bonus shares by capitalisation of profit transferred from retained earnings amounting to ₹ 5.58 crores.

(vi) During the year ended March 31, 2024, the Company made a preferential issue and allotment of 723,000 convertible warrants at a price of ₹5,000 per warrant (face value of ₹10 each, including a premium of ₹4,990 per warrant), aggregating to ₹90.37 crores, representing 25% of the total consideration received upfront.

Further, during the years ended March 31, 2025 and March 31, 2026, the Company received the balance 75% consideration amounting to ₹271.13 crores against the conversion of 723,000 warrants. Pursuant to such conversion, the Company issued and allotted 8,42,000 and 1,36,18,000 equity shares during the years ended March 31, 2025 and March 31, 2026, respectively, at an effective price of ₹250 per share (face value of ₹1 each) to the warrant holders, in the ratio of 20 (twenty) equity shares for each warrant, after giving effect to the sub-division (stock split) and bonus issue effected on February 22, 2024.

(vii) Net proceeds of ₹ 1,285.00 crores were received from the issue of equity shares referred in note (ii)(b) and (vi) above and convertible warrants referred in note 13(a) (i), which has been fully utilised for working capital requirements and general corporate purposes.

(viii) Details of shares held by each shareholder holding more than 5% shares:-

| Name of shareholder | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of shares held | % holding | Number of shares held | % holding |
| **Equity shares with voting rights** | | | | |
| Dhruv Gupta | 34,300,000 | 27.22 | 34,300,000 | 30.52 |
| Meenakshi Gupta | 11,400,000 | 9.05 | 11,400,000 | 10.14 |
| Rohan Gupta | 11,200,000 | 8.89 | - | - |
| Neera Gupta | 11,160,000 | 8.86 | 11,160,000 | 9.93 |

(ix) Shares held by promoters at the end of the year

| Name of promoter | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number of shares held | % holding | Number of shares held | % holding |
| Dhruv Gupta | 34,300,000 | 27.22 | 34,300,000 | 30.52 |
| Meenakshi Gupta | 11,400,000 | 9.05 | 11,400,000 | 10.14 |

(x) % Change in shares held by promoters

| Name of promoter | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Dhruv Gupta | (3.30) | (9.71) |
| Meenakshi Gupta | (1.09) | (2.32) |

# Promoters for the purpose of this disclosure means promoters as defined under section 2(69) of the Companies Act, 2013.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 11 (b) Other equity

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Securities premium | 1,279.70 | 939.94 |
| General reserve | 0.20 | 0.20 |
| Retained earnings | 280.02 | 169.48 |
| Share option outstanding account | 2.65 | 1.54 |
| Foreign currency translation reserve | 21.36 | 0.63 |
| Money received against share warrants (Refer below note 11(vi) above) | - | 85.12 |
| **Total** | **1,583.93** | **1,196.91** |

**Notes**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(ii) Securities premium** | | |
| Balance at the beginning of the year | 939.94 | 918.93 |
| Add: Additions on account of issue of equity shares | 339.76 | 21.01 |
| **Balance at the end of the year** | **1,279.70** | **939.94** |
| **(ii) General reserve** | | |
| Balance at the beginning of the year | 0.20 | 0.20 |
| **Balance at the end of the year** | **0.20** | **0.20** |
| **(iii) Retained earnings** | | |
| Balance at the beginning of the year | 169.48 | 66.33 |
| Add: Profit for the year | 111.06 | 103.43 |
| Add: Other comprehensive income (net of tax) | 0.16 | 0.06 |
| Less: Issue of bonus shares (Refer note 11 (iii)) | (0.68) | (0.04) |
| Less: Other adjustments | - | (0.30) |
| **Balance at the end of the year** | **280.02** | **169.48** |
| **(iv) Share option outstanding account** | | |
| Balance at the beginning of the year | 1.54 | - |
| Add: Addition during the year | 1.11 | 1.54 |
| **Balance at the end of the year** | **2.65** | **1.54** |
| **(v) Foreign currency translation reserve** | | |
| Balance at the beginning of the year | 0.63 | - |
| Exchange differences on translation of foreign operation | 20.73 | 0.63 |
| **Balance at the end of the year** | **21.36** | **0.63** |
| **(iv) Money received against convertible warrants** | | |
| Balance at the beginning of the year | 85.12 | 90.38 |
| Add: Amount received against warrants | 255.34 | 15.79 |
| Less: Conversion to equity shares | (340.46) | (21.05) |
| **Balance at the end of the year** | **-** | **85.12** |

**Nature and purpose of Reserves :-**

**(i)** **Securities premium :** Securities premium represents the premium received on issue of shares over and above the face value of equity shares. The reserve is utilised in accordance with the provisions of the Indian Companies Act, 2013 ("the Companies Act").

**(ii)** **General reserve :** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. General reserves represents the free profits of the Group available for distribution. As per the Companies Act, certain amount was required to be transferred to General Reserve every time Company distribute dividend. General reserve is not an item of OCI, items included in the general reserve will not be reclassified to profit or loss.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 11(b) Other equity (Contd.)

**(iii) Retained earnings :** It represents unallocated/un-distributed profits of the Group. The amount that can be distributed as dividend by the Group Companies to its equity shareholders is determined based on the separate financial statements of the respective Company and also considering the requirements of the Companies Act, 2013. Thus amount reported above are not distributable in entirety.

**(iv) Share option outstanding account :**The share option outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan and it is adjusted upon exercise and forfeiture/cancellation of option. (Refer note 30)

**(v) Money received against share warrants:** Represents amount received towards preferential allotment of convertible warrants issued.

**(vi) Foreign currency translation reserve :** Exchange differences arising on translation of the foreign operations of the Group, recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within other equity.

## 12. Provisions

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non-current** | | |
| **Provision for employee benefits :** | | |
| Provision for compensated absences (Refer note 29) | - | 0.46 |
| Provision for gratuity (Refer note 29) | 0.75 | 0.37 |
| **Total** | **0.75** | **0.83** |
| **Current** | | |
| **Provision for employee benefits :** | | |
| Provision for compensated absences (Refer note 29) | 0.77 | 0.18 |
| Provision for gratuity (Refer note 29) | 0.00 | 0.00 |
| **Total** | **0.77** | **0.18** |

## 13. Deferred tax (assets) / liabilities (net)

**(a) Component of deferred tax assets and liabilities are :-**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Deferred tax liabilities on account of | | |
| - Property, plant and equipment and other intangible assets | 4.37 | 1.73 |
| **Total deferred tax liabilities (A)** | **4.37** | **1.73** |
| Deferred Tax Assets on account of | | |
| - Provision for employee benefit expenses | 0.38 | 0.26 |
| - Allowance for expected credit loss | 1.55 | 1.39 |
| - Right-of-use asset and lease liabilities | 0.00 | 0.01 |
| - Expenses allowable for tax purposes on payment basis | - | 0.13 |
| **Total deferred tax assets (B)** | **1.93** | **1.79** |
| **Disclosed as deferred tax liabilities / (assets) (Net) (A-B)** | **2.44** | **(0.06)** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 13. Deferred tax (assets) / liabilities (net) (Contd.)

### (b) Movement in deferred tax (asset) / liabilities

| Particulars | As at March 31, 2025 | Recognised in statement of profit and loss | Recognised in other comprehensive income* | As at March 31, 2026 |
|---|---|---|---|---|
| **Deferred tax liabilities (A)** | | | | |
| Property, plant and equipment and other intangible assets | 1.73 | 2.64 | - | 4.37 |
| **Total** | **1.73** | **2.64** | **-** | **4.37** |
| **Deferred tax assets (B)** | | | | |
| Provision for employee benefit expenses | 0.26 | 0.18 | (0.06) | 0.38 |
| Expenses allowable for tax purposes on payment basis | 0.13 | (0.13) | - | - |
| Allowance for expected credit loss | 1.39 | 0.16 | - | 1.55 |
| Right-of-use asset and lease liabilities | 0.01 | (0.01) | - | - |
| **Total** | **1.79** | **0.20** | **(0.06)** | **1.93** |
| **Net deferred tax liabilities/(assets) (A-B)** | **(0.06)** | **2.44** | **0.06** | **2.44** |

| Particulars | As at March 31, 2024 | Recognised in statement of profit and loss | Recognised in other comprehensive income* | As at March 31, 2025 |
|---|---|---|---|---|
| **Deferred tax liabilities (A)** | | | | |
| Property, plant and equipment and other intangible assets | 0.22 | 1.51 | - | 1.73 |
| **Total** | **0.22** | **1.51** | **-** | **1.73** |
| **Deferred tax assets (B)** | | | | |
| Provision for employee benefit expenses | 0.06 | 0.22 | (0.02) | 0.26 |
| Expenses allowable for tax purposes on payment basis | 0.03 | 0.10 | - | 0.13 |
| Allowance for expected credit loss | - | 1.39 | - | 1.39 |
| Right-of-use asset and lease liabilities | - | 0.01 | - | 0.01 |
| **Total** | **0.09** | **1.72** | **(0.02)** | **1.79** |
| **Net Deferred tax liabilities (A-B)** | **0.13** | **(0.21)** | **0.02** | **(0.06)** |

*The amounts recognised in other comprehensive income relate to the re-measurement of post employment benefit obligation.

## 14. Borrowings (current)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Loan repayable on demand** | | |
| - From banks (Secured) | | |
| (i) Working capital facilities | 231.42 | 689.04 |
| **Total** | **231.42** | **689.04** |

**Notes:**

(i) Working capital facilities includes working capital demand loans, cash credit limits and fixed deposit overdrafts bearing interest at the rate of between 4.75% to 8.30% per annum for the year ended March 31, 2026 (March 31, 2025 : 7.50% to 8.30% per annum) are secured by first pari passu charge on entire present and future current assets and movable fixed assets of the respective Companies and in case of SG Marts FZE, it is further secured by assignment of Lease on land and Mortgage of building. Credit facilities of the

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 14. Borrowings (current) (Contd.)

Holding Company are further secured by personal guarantee of the Mr. Sameer Gupta and Mr. Dhruv Gupta. The carrying amount is a reasonable approximation of the fair value of these borrowings.

(ii) All the quarterly statements of current assets filed by the Holding Company with banks are in agreement with books of accounts.

(iii) There has been no default in servicing of loans and interest payable thereon during and as at the end of the year.

(iv) Refer note 34 for reconciliation of borrowings.

## 15. Trade payables

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises (MSME) | 3.56 | 1.03 |
| Total outstanding dues of creditors other than MSME* | 361.48 | 328.14 |
| | **365.04** | **329.17** |

### Ageing of trade payables

| Particulars | As at March 31, 2026 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 3.56 | - | - | - | 3.56 |
| Others | 12.15 | - | 349.33 | 0.00 | - | - | 361.48 |
| Disputed dues-MSME | - | - | - | - | - | - | - |
| Disputed - Others | - | - | - | - | - | - | - |
| | **12.15** | **-** | **352.89** | **0.00** | **-** | **-** | **365.04** |

### Outstanding for following periods from date of transaction :

(₹ in crores)

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transaction | | | | | | |
| | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | 1.03 | - | - | - | 1.03 |
| Others | 7.87 | - | 320.27 | - | - | - | 328.14 |
| Disputed dues-MSME | - | - | - | - | - | - | - |
| Disputed - Others | - | - | - | - | - | - | - |
| | **7.87** | **-** | **321.30** | **-** | **-** | **-** | **329.17** |

*Trade payable includes the balances factored by the vendors under supplier finance arrangement disclosed below.

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Carrying amount of liabilities under supplier finance arrangement** | | |
| Presented within trade payables | 329.33 | - |
| - Of which suppliers have received payment from the finance provider | 329.33 | - |
| **Range of payment due dates (days after invoice date)** | | |
| - Liabilities that are part of the arrangement | 15-90 days | - |
| - Comparable trade payables that are not part of an arrangement | 0-90 days | - |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 16. Other financial liabilities (Current)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Unclaimed dividend* (Refer note 10) | 0.00 | 0.00 |
| (b) Employee benefits payable | 1.88 | 1.31 |
| (c) Interest accrued but not yet due on borrowings | 3.39 | 1.81 |
| (d) Creditors for capital expenditure** | 1.97 | 10.67 |
| | **7.24** | **13.79** |

*The amount due during the year have been duly transferred to Investor Education and Protection fund (IEPF) and there is no amount outstanding to be credited to the IEPF.

**The creditors for capital expenditure include balance amounting to ₹ 0.24 crores (March 31, 2025 ₹ 0.16 crores) due to micro or small enterprises, as defined under the MSMED Act, 2006'

## 17. Other current liabilities

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Statutory dues payable | 2.31 | 3.19 |
| (b) Corporate social responsibility payable | 1.41 | - |
| (c) Advance from customers | 1.78 | 16.68 |
| **Total** | **5.50** | **19.87** |

## 18. Current tax liabilities (net)

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (a) Provision for tax (net of advance tax) | 3.43 | 4.54 |
| **Total** | **3.43** | **4.54** |

### A. The key components of income tax expense :

**Consolidated statement of profit and loss:**

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (i) Recognised in profit and loss | | |
| (a) Current tax | 29.66 | 33.61 |
| (b) Deferred tax charge / (credit) | 2.44 | (0.21) |
| (c) Adjustment of tax relating to earlier year | (0.04) | 0.49 |
| **Income tax expense reported in the standalone statement of profit and loss** | **32.06** | **33.89** |
| (ii) Recognised in other comprehensive income (OCI) | | |
| Deferred tax related to items recognised in OCI during the year : | | |
| (a) Remeasurements of post employment benefit obligation | (0.06) | (0.02) |
| **Tax charged to OCI** | **(0.06)** | **(0.02)** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 18. Current tax liabilities (net) (Contd.)

**B. Numerical reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:**

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Profit before tax as per consolidated statement of profit and loss** | **143.12** | **137.32** |
| Domestic tax rate for the Company | 25.17% | 25.17% |
| Expected income tax expense | 36.02 | 34.56 |
| **Increase/(decrease) in taxes on account of:** | | |
| (i) Items not deductible | 0.49 | 0.33 |
| (ii) Others | 0.03 | 0.01 |
| (iii) Effect of different tax rates of subsidiary | (4.44) | (1.50) |
| (iv) Income tax of earlier year | (0.04) | 0.49 |
| **Tax expense as reported consolidated statement of profit and loss** | **32.06** | **33.89** |

## 19. Revenue from operations

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Sale of products (Refer note (i) below) | 6,295.12 | 5,853.16 |
| Sale of services (Refer note (i) below) | 6.96 | 3.01 |
| Other operating revenue (Refer note (ix) below) | 13.20 | - |
| **Total** | **6,315.28** | **5,856.17** |

**Notes :**

**(i) Reconciliation of revenue recognised with contract price :**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Contract price | 6,325.12 | 5,886.43 |
| **Adjustments for:** | | |
| Discount and incentives | (23.04) | (30.26) |
| **Revenue from operations** | **6,302.08** | **5,856.17** |

**(ii) Revenue from Contracts with Customers disaggregated based on geography :**

| Particulars | Year ended March 31, 2026 |
|---|---|
| Within India | 5,382.33 |
| United Arab Emirates | 129.26 |
| **Revenue from operations** | **5,511.59** |

**(iii) Assets and liabilities related to contracts with customers :**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Current asset** | | |
| Trade receivables | 271.79 | 322.27 |
| Less : Allowance for expected credit losses | (7.21) | (5.53) |
| | **264.58** | **316.74** |
| **Current liabilities** | | |
| Contract liabilities -Advances from customer | 1.78 | 16.68 |
| | **1.78** | **16.68** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 19. Revenue from operations (Contd.)

**(iv) Changes in the contract liabilities balances during the year are as follows:**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Balance at the beginning of the year | 16.68 | 10.31 |
| Addition during the year | 1.78 | 16.68 |
| Revenue recognised during the year | (16.68) | (10.31) |
| **Balance at the closing of the year** | **1.78** | **16.68** |

**(v)** Revenue from contracts with customers is recognised at a point in time.

**(vi)** The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. The Group does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. Further, there are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

**(vii)** Payment terms with customers vary depending upon the contractual terms of each contract and generally falls within 0-90 days from the completion of performance obligation.

**(viii)** During the year, no single customer accounted for over ten percent of the revenue. However, in the previous year, revenue of ₹ 1080.26 crores was derived from one customer for over ten percent of the revenue.

**(ix)** Other operating revenue pertains to revenue from sale of scrap.

## 20. Other income

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Interest on financial assets carried at amortised cost | | |
| (i) Interest income on fixed deposits | 67.30 | 77.68 |
| (ii) Interest income on loan to related parties (Refer note 31) | - | 0.01 |
| (iii) Interest income on others | 0.57 | 0.49 |
| (iv) Unwinding of interest on financial assets carried at amortised cost | 0.00 | 0.00 |
| Exchange fluctuation gain | 1.09 | 0.01 |
| Profit on derivatives measured at fair value through profit and loss account | - | 1.58 |
| Gain on lease termination | 0.01 | - |
| Miscellaneous income | 0.10 | 0.43 |
| **Total** | **69.07** | **80.20** |

## 21. Cost of materials consumed

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Inventories at the beginning of the year | - | - |
| Add: Purchases during the year | 442.14 | 25.01 |
| Less: Inventories at the end of the year | 19.62 | - |
| **Total Cost of materials consumed** | **422.52** | **25.01** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 22. Changes in inventories of finished goods and stock-in-trade

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **Inventories at the beginning of the year:** | | |
| Stock-in-trade | 252.37 | 71.25 |
| Finished goods | 0.77 | - |
| Stores and spares | 0.36 | - |
| | **253.50** | **71.25** |
| **Inventories at the end of the year:** | | |
| Stock-in-trade | 246.56 | 252.37 |
| Finished goods | 15.26 | 0.77 |
| Stores and spares | - | 0.36 |
| | 261.82 | 253.50 |
| Foreign currency translation difference | **5.61** | **0.63** |
| **Total** | **(2.71)** | **(181.62)** |

## 23. Employee benefits expense

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Salaries, wages and bonus | 28.35 | 15.26 |
| Contribution to provident fund and other funds (Refer note 29) | 0.74 | 0.46 |
| Share-based payments expenses (Refer note 30) | 1.11 | 1.54 |
| Staff welfare expenses | 0.72 | 0.12 |
| Directors sitting fees | 0.30 | 0.15 |
| **Total** | **31.22** | **17.53** |

During the year, the Group recognised an amount of ₹ 2.63 crores (March 31, 2025 : ₹ 2.50 crore) as remuneration to key managerial personnel (KMP). The details of such remuneration is as below :-

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (i) Short-term employee benefits* | 2.40 | 2.44 |
| (ii) Post employment benefits** | 0.09 | 0.06 |
| (iii) Other long-term employee benefits** | 0.14 | - |
| | **2.63** | **2.50** |

*Stock options have been granted to KMPs of the Company. The number of stock options granted to such KMPs outstanding as at March 31, 2026 is 70,000 (March 31, 2025: 45,000). However, as the liability has not been determined for individual employees, the charge thereof for the individual employees is not disclosed.

** Provisions for contribution to gratuity, leave encashment and other defined benefit are not determined by actuary on individual basis at the end of each year, accordingly, have not been considered in the above information. The amount is disclosed only at the time of payment.

## 24. Finance costs

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Interest expense for borrowings at amortised cost | | |
| (i) Interest on working capital facilities | 47.42 | 41.02 |
| (ii) Exchange differences regarded as an adjustment to borrowing costs | 0.16 | 0.92 |
| Interest on lease liabilities (Refer note 2(d)) | 1.74 | 0.03 |
| Interest to MSME payable | 0.09 | - |
| Interest on taxes | 0.07 | 0.18 |
| Other borrowing cost | 1.67 | 1.74 |
| **Total** | **51.15** | **43.89** |

* Refer note 2 (b) for expenses capitalised under Capital work-in-progress.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 25. Depreciation and amortisation expenses

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Depreciation on property, plant and equipment (Refer note 2(a)) | 9.74 | 1.84 |
| Amortisation of intangible assets (Refer note 2(b)) | 0.10 | 0.06 |
| Depreciation of right of use assets (Refer note 2(d)) | 1.66 | 0.18 |
| | **11.50** | **2.08** |

## 26. Other expenses

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Freight outward | 30.08 | 15.49 |
| Rent (Refer note 2 (d) (vii)) | 1.95 | 0.95 |
| Consumption of stores and spares | 2.68 | 0.10 |
| Legal and professional charges | 4.26 | 1.99 |
| Payment to auditors (Refer note (i) below) | 0.50 | 0.37 |
| Loading and unloading expenses | - | 0.12 |
| Loss on sale of property, plant and equipment (net) | 0.07 | - |
| Advertisement and sale promotion | 7.17 | 15.05 |
| Commission | 1.81 | 0 |
| Corporate social responsibility expenditure | 1.41 | 0.53 |
| Rates and taxes | 0.39 | 0.36 |
| Postage and courier | 0.02 | 0.01 |
| Printing and stationary | 0.08 | 0.04 |
| Software expenses | 1.53 | 1.59 |
| Repair and maintenance | 1.09 | 0.11 |
| Travelling and conveyance | 1.33 | 0.89 |
| Security services | 0.87 | 0.51 |
| Power and fuel | 2.65 | 0.77 |
| Communication expense | 0.17 | 0.10 |
| Insurance | 0.75 | 0.39 |
| Office expenses | 0.31 | 0.04 |
| Exchange fluctuation loss (net) | 0.29 | 6.95 |
| Donations | - | 0.01 |
| Allowance for expected credit losses | 1.61 | 5.53 |
| Miscellaneous expenses | 0.22 | 0.13 |
| **Total** | **61.24** | **52.03** |

**Note :-**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| (i) Payments to statutory auditors : | | |
| Statutory audit fees (including quarterly limited review) | 0.40 | 0.28 |
| Tax audit fees | - | - |
| For other services (certification) | 0.04 | 0.08 |
| Out-of-pocket expenses (Reimbursement of expenses) | 0.06 | 0.01 |
| **Total** | **0.50** | **0.37** |

(ii) Refer note 2 (b) for expenses capitalised under Capital work-in-progress.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 27. Earnings per equity shares

The following table reflects the profit and number of shares data used in the computation of basic and diluted earnings per share.

(₹ in crores, unless otherwise stated)

| | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| (a) | Profit attributable to the equity holders of the Group used in calculating basic and diluted earnings per share | 111.06 | 103.43 |
| (b) | Weighted average number of equity shares used as the denominator in calculating basic earnings per share (Nos.) | 123,947,973 | 111,999,504 |
| (c) | - Weighted average number of potential equity shares on account of convertible warrants (Nos.) | 574,392 | 5,244,558 |
| | - Weighted average number of potential equity shares on account of employee stock options (Nos.) | 915 | - |
| (d) | Weighted average number of equity shares used as the denominator in calculating diluted earnings per share (b+c) | 124,523,280 | 117,244,062 |
| (e) | Nominal value of equity shares (In ₹) | 1.00 | 1.00 |
| (f) | Basic earnings per share (In ₹) (a/b) | 8.96 | 9.23 |
| (g) | Diluted earnings per share (In ₹) (a/d) | 8.92 | 8.82 |

## 28. Contingent liabilities and commitments

(₹ in crores)

| | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **(a)** | **Contingent liabilities** | | |
| (i) | Claims against the Company not acknowledged as debt* | 0.99 | 0.86 |
| (ii) | Guarantee issued** | 162.15 | - |
| **Total** | | **163.14** | **0.86** |

*The claim is related to interpretation/execution of certain contractual terms.

**The Holding Company has issued standby letter of credit (SBLC) to a bank outside India on behalf of SG Marts FZE for credit facilities availed by the SG Marts FZE.

### (b) Commitments

| | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| (i) | Estimated amount of contracts remaining to be executed on the capital account and not provided for in the books of account (net of capital advances) | 275.60 | 24.73 |
| (ii) | The Group does not have any other long term commitments or material non-cancellable contractual commitments /contracts, including derivative contracts for which there were any material foreseeable losses. | | |

## 29. Employee benefit obligations

### (a) Defined contribution plans

The Holding Company makes contributions to provident fund, employee state insurance and labour welfare fund which are defined contribution plans, for qualifying employees. Under the schemes, The Holding Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Holding Company recognised ₹ 0.74 crores (March 31, 2025 ₹ 0.46 crores) for such fund contributions in the statement of profit and loss. The contributions payable to these plans by the Holding Company are at rates specified in the rules of the schemes. The obligation of the Holding Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

### (b) Defined benefit plans

The Holding Company has an unfunded defined benefit gratuity plan. The gratuity scheme provides for lump sum payment to vested employees at retirement/death while in employment or on termination of employment of an amount equivalent to (15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to a limit of ₹ 0.20 crores). Vesting occurs upon completion of 5 years of service.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 29. Employee benefit obligations (Contd.)

### (i) Movement of defined benefit obligation:

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(₹ in crores)

| Gratuity | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balance at the beginning of the year** | 0.34 | 0.13 |
| Current service cost | 0.44 | 0.28 |
| Interest cost | 0.03 | 0.01 |
| Actuarial gain | (0.22) | (0.08) |
| Benefit paid | - | - |
| **Balance at the end of the year** | **0.59** | **0.34** |

### (ii) Liability recognised in the Balance Sheet

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Present value of defined benefit obligation | 0.59 | 0.34 |
| **Provision in Balance Sheet** | **0.59** | **0.34** |

### (iii) Amount recognised in the standalone statement of profit and loss

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Current service cost | 0.44 | 0.28 |
| Interest cost | 0.03 | 0.01 |
| **Expense recognised in the standalone statement of profit and loss** | **0.47** | **0.29** |

### (iv) Amount recognised in other comprehensive income (OCI)

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Actuarial (gain)/loss arising from changes in financial assumptions | (0.09) | 0.01 |
| Actuarial (gain)/loss on arising from change in demographic assumption | - | - |
| Actuarial (gain) on arising from experience adjustment | (0.13) | (0.09) |
| **Net (income)/expense for the period recognised in OCI** | **(0.22)** | **(0.08)** |

### (v) The significant actuarial assumptions were as follows:

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Discount rate | 7.90% | 7.25% |
| Salary growth rate | 10.00% | 10.00% |
| Retirement age | 60 Years | 60 Years |
| Mortality | 100% of Indian Assured Lives Mortality 2012-14 | 100% of Indian Assured Lives Mortality 2012-14 |
| Attrition Rate | | |
| 18 to 30 years | 5.00% | 5.00% |
| 31 to 44 years | 3.00% | 3.00% |
| Above 44 years | 2.00% | 2.00% |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 29. Employee benefit obligations (Contd.)

**Notes :**

(1) The discount rate is based on the prevailing market yield of Indian government securities as at Balance Sheet date for the estimated term of obligation.

(2) The estimate of future salary increase considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

### (vi) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is : (₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Discount rate (increase by 0.5%) | (0.04) | (0.01) |
| Salary growth rate (increase by 0.5%) | 0.04 | 0.01 |

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| Discount rate (decrease by 0.5%) | 0.05 | 0.01 |
| Salary growth rate (decrease by 0.5%) | (0.04) | (0.01) |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method i.e. projected unit credit method has been applied as that used for calculating the defined benefit liability recognised in the consolidated balance sheet.

Sensitivities due to mortality and withdrawals are not material & hence impact of change due to these not calculated.

### (vii) Risk exposure

The defined benefit obligations have the undermentioned risk exposures :

The defined benefit obligations have the undermentioned risk exposures :

**Interest rate risk :** The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**Salary inflation risk :** Higher than expected increases in salary will increase the defined benefit obligation.

**Demographic risk :** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

### (viii) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 16.95 years (March 2025 : 16.57 years ).

The expected maturity analysis of discounted gratuity is as follows:

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| 0 to 1 Year | 0.00 | 0.00 |
| 1 to 2 Year | 0.00 | 0.00 |
| 2 to 3 Year | 0.01 | 0.00 |
| 3 to 4 Year | 0.01 | 0.05 |
| 4 to 5 Year | 0.03 | 0.01 |
| 5 to 6 Year | 0.02 | 0.02 |
| 6 year onwards | 0.52 | 0.26 |
| **Total** | **0.59** | **0.34** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 29. Employee benefit obligations (Contd.)

**(ix) Expected contribution during the next annual reporting period:**

The Holding Company's best estimate of contribution during the next financial year approximates to ₹ 0.57 crores (March 31, 2025: ₹ 0.49 crores).

**(c) Other long term benefits:**

The leave obligations cover the Company's liability for earned leave. The liability towards compensated absences based on the actuarial valuation carried out by using projected accrued benefit method resulted in a net liability of ₹ 0.70 crores as on March 31, 2026 (net liability of ₹ 0.58 crores as on March 31, 2025) which have been shown under provisions in note 14.

## 30. Share Based Payments

**(a) Employee Share Option Plan :**

(i) The ESOS scheme titled "Kintech Renewables Limited Employees Stock Option Scheme – 2023" (ESOS 2023) was approved by the shareholders in the annual general meeting held on September 30, 2023 and have approved the pool of 2,00,000 equity shares of face value of ₹ 10/- each. Subsequently, the Holding Company undertook a sub-division of equity shares, reducing the face value from ₹10 to ₹1 per share. As a result, the original pool of 2,00,000 equity shares of ₹10 each was proportionately adjusted to 20,00,000 equity shares of ₹1 each under the ESOS 2023. Further, the Board of Directors of the Holding Company approved the change in name of "Kintech Renewables Limited Employees Stock Option Scheme-2023" to "SG Mart Limited Employees Stock Option Scheme-2023", to align with the change in name of the Holding Company and extend the benefits of the scheme to or for the benefit of employees and directors of the subsidiary or associate Company(ies) of the Company, in India or outside India.

(ii) The Nomination and Remuneration Committee of the Holding Company at its meeting held on April 16, 2024 and July 25, 2025, granted 300,500 and 390,000 stock options, respectively, to its eligible employees under the Kintech Renewables Limited Employees Stock Option Scheme – 2023. Each option entitles the grantee to acquire one equity share of the Holding Company. The options shall vest over a period of five years from the date of grant, in equal annual tranches of 20%. The exercise period for the options is six years from the date of grant.

Further, the Nomination and Remuneration Committee in its meeting held on July 25, 2025 also recommended reduction in exercise price of options granted on April 16, 2024 due to market factors, the market price of the equity shares of the Holding Company decreased over an extended period, falling below the exercise price, thus rendering the Option granted to be unattractive. The same was approved by shareholders of the Holding Company on September 20, 2025 through postal ballot. The revised exercise price of each option was the market price of the shares on the stock exchange with the highest trading volume, one day before the date of reduction in exercise price. The revised exercise price was determined at 367.85 per share."

**(b) Fair value and Key assumptions**

The fair value of options is estimated using the Black-Scholes option pricing model. The measure of volatility used in the Option-Pricing Model is the annualised standard deviation of the continuous rates of return on the stock over a period of time.

The Fair value and key assumptions for options granted during the year ended March 31, 2026 and March 31, 2025 included as mentioned below

| Particulars | Grant - April 16, 2024 | Grant - July 25, 2025 |
|---|---|---|
| Number of options granted | 300,500 | 390,000 |
| Expiry Date | April 16, 2030 | July 25, 2031 |
| Exercise price | 467.40* | 367.85 |
| Fair Value at grant date | 223.83* | 166.57 |
| Market price at the time of grant of the option | 467.4* | 367.85 |
| Volatility | 49.29% to 49.95% | 41.95% to 46.47% |
| Dividend yield | 0.45% | 0.00% |
| Risk-free interest rate | 7.07% to 7.10% | 5.67% to 5.87% |
| Weighted average remaining life of option outstanding at the end of the year (In years) | 4.05 | 5.32 |

*Refer note 30 (a) (ii) and 30 (c) for modification of options

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 30. Share Based Payments (Contd.)

### (c) Modification of Options

As described in note (a) (ii) above, the Holding Company modified the terms of employee stock options granted on April 16, 2024. The modification applies to 1,67,500 options outstanding as on the date of modification (July 24, 2025).

The modification resulted in a reduction in the fair value of the options. Based on the valuation performed on the modification date:

Fair value before modification: ₹223.83 per option

Fair value after modification: ₹130.89 per option

Accordingly, the modification did not result in any incremental fair value. In accordance with Ind AS 102 Share-based Payment, where a modification results in a reduction in the fair value of equity instruments granted, the Holding Company continues to account for the services received as if the modification had not occurred. Accordingly, no downward adjustment to compensation cost is permitted.

The share-based payment expense continues to be recognized based on the original grant date fair value of ₹223.83 per option, and no additional compensation cost is recognized on account of this modification. There has been no change in the vesting conditions of the options pursuant to the modification.

The key informations and assumptions used for valuation on the date of modification are as follows:

| | |
|---|---|
| Market price on Modification date | 367.85 |
| Revised exercise price | 367.85 |
| Volatility | 34.95% to 46.87% |
| Dividend yield | 0.00% |
| Risk-free interest rate | 5.54% to 5.74% |

### (d) Movement in share options during the year:

| Particulars | Year ended March 31, 2026 | | Year ended March 31, 2025 | |
|---|---|---|---|---|
| | Number of options | Weighted Average Exercise Price (In ₹) | Number of options | Weighted Average Exercise Price (In ₹) |
| **Balance at the beginning of the year** | 174,500 | 467.40 | - | |
| Granted during the year | 390,000 | 367.85 | 300,500 | 467.40 |
| Vested during the year | - | - | - | - |
| Lapsed during the year | - | - | - | - |
| Cancelled during the year* | 227,500 | 367.85 | 126,000 | 467.40 |
| Exercised during the year | - | - | - | - |
| Expired during the year | - | - | - | - |
| **Options outstanding at the end of the year** | 337,000 | 367.85 | 174,500 | 467.40 |

*During the year, 227,500 (March 31, 2025 : 126,000 stock) options were cancelled due to resignation of employees.

### (e) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions, i.e., employee share option plan during the year recognised in profit or loss statement as part of employee benefit expense is ₹1.11 crores (March 31, 2025: ₹1.54 crores).

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 31. Related party disclosures

| (a) | Details of related parties: | Name of related parties |
|---|---|---|
| (i) | Key Management Personnel (KMP) | Mr. Shiv Kumar Bansal, Whole Time Director (till July 31, 2025) |
| | | Mr. Anil Kumar Bansal, Whole Time Director (w.e.f. August 9, 2024) |
| | | Mr. Amit Thakur, Whole Time Director (w.e.f. August 9, 2024) |
| | | Mr. Suraj Kumar, Chief Financial Officer |
| | | Mr. Sachin Kumar, Company Secretary |
| | | Mr. Arihant Chopra, Independent Director (till May 25, 2025) |
| | | Mr. Prakash Kumar Singh, Independent Director |
| | | Ms. Neeru Abrol, Independent Director (w.e.f. April 16, 2024) |
| | | Mr. Dukhabandhu Rath, Independent Director (w.e.f. April 16, 2024) |
| | | Ms. Meenakshi Gupta, Director (till August 09, 2024) |
| (ii) | Relatives of KMP (with whom transactions have taken place) | Mr. Dhruv Gupta (Son of Ms. Meenakshi Gupta) |
| | | Mr. Sameer Gupta (Spouse of Ms. Meenakshi Gupta) |
| (iii) | Enterprise in which KMP and their relatives are interested (with whom transactions have taken place) | SG Sports & Entertainment Private Limited |
| | | Apollo Pipes Limited |

**(b) Transactions during the year**

(₹ in crores)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **(i) Key Management Personnel (KMP)** | | |
| **Remuneration*** | | |
| Mr. Shiv Kumar Bansal | 0.76 | 1.25 |
| Mr. Suraj Kumar | 0.56 | 0.45 |
| Mr. Sachin Kumar | 0.20 | 0.15 |
| Mr. Amit Thakur | 1.11 | 0.65 |
| **Total** | **2.63** | **2.50** |
| **Advance against Salary** | | |
| Mr. Amit Thakur | 0.35 | - |
| | **0.35** | **-** |
| **Sitting fee** | | |
| Mr. Arihant Chopra | 0.01 | 0.03 |
| Mr. Prakash Kumar Singh | 0.06 | 0.04 |
| Ms. Neeru Abrol | 0.08 | 0.03 |
| Mr. Dukhabandhu Rath | 0.07 | 0.03 |
| Mr. Anil Kumar Bansal | 0.06 | 0.02 |
| Mr. Arun Agarwal | 0.02 | - |
| **Total** | **0.30** | **0.15** |
| **Issue of equity share and securities premium thereon upon conversion of share warrants** | | |
| Mr. Shiv Kumar Bansal | 31.88 | 5.63 |
| | **31.88** | **5.63** |
| **(ii) Relatives of KMP** | | |
| Personal guarantee given on behalf of the Company | | |
| Mr. Sameer Gupta | 300.00 | 440.00 |
| Mr. Dhruv Gupta | 300.00 | 440.00 |
| | **600.00** | **880.00** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 31. Related party disclosures (Contd.)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| **(iii) Enterprise in which KMP and their relatives are interested** | | |
| **Business Promotion Expense** | | |
| SG Sports & Entertainment Private Limited | - | 0.50 |
| | **-** | **0.50** |
| **Purchase during the year** | | |
| Apollo Pipes Limited | 0.00 | - |
| | **0.00** | **-** |
| **Sales during the year** | | |
| Apollo Pipes Limited | 0.19 | - |
| | **0.19** | **-** |
| **Interest Income** | | |
| SG Sports & Entertainment Private Limited | - | 0.01 |
| | **-** | **0.01** |
| **Loans repaid** | | |
| SG Sports & Entertainment Private Limited | - | 0.49 |
| | **-** | **0.49** |

**(c) Balances outstanding at the end of the year** (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(i) Key Management Personnel (KMP)** | | |
| **Remuneration*** | | |
| Mr. Shiv Kumar Bansal | - | 0.12 |
| Mr. Suraj Kumar | 0.04 | 0.04 |
| Mr. Sachin Kumar | 0.02 | 0.02 |
| Mr. Amit Thakur | 0.09 | 0.09 |
| | **0.15** | **0.27** |
| **Advance against Salary** | | |
| Mr. Amit Thakur | 0.32 | - |
| | **0.32** | **-** |
| **(ii) Relatives of KMP** | | |
| Personal guarantee given on behalf of the Company | | |
| Mr. Sameer Gupta | 1,340.00 | 1,040.00 |
| Mr. Dhruv Gupta | 1,340.00 | 1,040.00 |
| | **2,680.00** | **2,080.00** |
| **(iii) Enterprise in which KMP and their relatives are interested** | | |
| **Trade Receivables** | | |
| Apollo Pipes Limited | 0.11 | - |
| | **0.11** | **-** |

*Stock options have been granted to KMPs of the Holding Company. The number of stock options granted to such KMPs outstanding as at March 31, 2026 is 70,000 (March 31, 2025: 45,000). However, as the liability has not been determined for individual employees, the charge thereof for the individual employees is not disclosed.

* Provisions for contribution to gratuity, leave encashment and other defined benefit are determined by actuary on an overall basis at the end of each year and, accordingly, have not been considered in the above information. The amount is disclosed only at the time of payment.

**(d)** The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 32. Fair value measurements

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2026 and March 31, 2025.

(₹ in crores)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | FVTPL | Amortised cost | FVTPL | Amortised cost |
| **Financial assets - Non Current** | | | | |
| Security deposit | - | 1.14 | - | 0.50 |
| **Financial assets - Current** | | | | |
| Trade receivables | - | 264.58 | - | 316.74 |
| Cash and cash equivalents | - | 519.89 | - | 123.94 |
| Bank balances other than cash and cash equivalents | - | 464.24 | - | 1,020.86 |
| Others Financials assets | - | 2.99 | - | 15.48 |
| **Total financial assets** | **-** | **1,252.84** | **-** | **1,477.52** |
| **Financial liabilities-Non Current** | | | | |
| Lease liabilities | - | 36.06 | - | 32.38 |
| **Financial liabilities-Current** | | | | |
| Borrowings | - | 231.42 | - | 689.04 |
| Lease liabilities | - | 0.44 | - | 0.53 |
| Trade payable | - | 365.03 | - | 329.17 |
| Other financial liabilities | - | 7.24 | - | 13.79 |
| **Total financial liabilities** | **-** | **640.19** | **-** | **1,064.91** |

### (a) Financial assets measured at fair value - recurring fair value measurements :

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|---|
| | Level 2 | Level 2 | Level 3 | Level 3 |
| **Financial Assets** | | | | |
| - Security deposits (Non-current) | - | - | 1.14 | 0.50 |
| **Total** | **-** | **-** | **1.14** | **0.50** |

**Valuation technique:**

Inputs other than quoted prices included within level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The fair value is determined using quoted forward exchange rates at the reporting date"

The Company's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information.

There were no transfers between Level 1 and Level 2 during the year ended March 31, 2026 and March 31, 2025.

### (b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, The Group has classified its financial instruments into the three levels prescribed under the accounting standard.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 32. Fair value measurements (Contd.)

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, security deposits included in level 3.

**(c) Assets and liabilities which are measured at amortised cost for which fair values are disclosed**

All the financial asset and financial liabilities measured at amortised cost, carrying value is an approximation of their respective fair value.

## 33. Financial risk management objectives

The Group's activities expose it to market risk (including foreign currency risk and interest rate risk), liquidity risk and credit risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

The Company's risk management is carried out by a treasury department under policies approved by the Board of Directors, The Group treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides principles for overall risk management, as well as policies covering specific areas, such as hedging of foreign currency transactions, foreign exchange risk etc.

**(a) Market risk**

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as result of changes in interest rates, foreign currency exchange rates, liquidity and other market changes. Future specific market movements can not be normally predicted with reasonable accuracy.

### (i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Holding Company's functional currency is Indian Rupees (₹). Most of the Holding Company's transactions are carried out in Indian Rupees. Exposures to currency exchange rates mainly arise from the Company's overseas sales and purchases, forward contracts , lending to overseas subsidiary company etc. which are primarily denominated in Emirati Dirham ('AED') and US Dollar (""USD"").

The Holding Company has limited exposure to foreign currency risk and thereby it mainly relies on natural hedge. To further mitigate the Holding Company's exposure to foreign currency risk, non-INR cash flows are continuously monitored and derivative contracts are entered into wherever considered necessary.

**Details of unhedged foreign currency exposure :-**

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise.

| Particulars | Currency | Year ended March 31, 2026 | Year ended March 31, 2026 |
|---|---|---|---|
| **Financial liabilities (Current)** | | | |
| Trade payable | USD | 1,25,150.00 | - |
| **Other financial liabilities (Current)** | | | |
| Creditors for capital expenditure | USD | 75,162.50 | - |

**Sensitivity**

The following table illustrates the sensitivity of profit and equity in relation to the Holding Company's financial assets and financial liabilities and the INR/USD exchange rate, with all other variables held constant. It assumes +/- 10.00% change of the INR/USD exchange rate for the year ended March 31, 2026 (March 31,2025: 2.50%). This percentage has been determined based on the average market volatility in exchange rates in the previous twelve months. Based on the movements in the foreign exchange rates historically and the prevailing market conditions as at the reporting date, the Holding Company's management has concluded

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 33. Financial risk management objectives (Contd.)

that the above mentioned rates used for sensitivity are reasonable benchmarks. The sensitivity analysis is based on the Holding Company's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

If INR is depreciated or appreciated by 10.00% (March 31, 2025 - 2.50%) vis-s-a-vis foreign currency, the impact thereof on the profit and loss (after tax) and equity of the Company are given below:

(₹ in crores)

| Particulars | Impact on profit after tax | | Impact on Equity | |
|---|---|---|---|---|
| | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2026 | Year ended March 31, 2025 |
| **USD sensitivity** | | | | |
| INR/USD Increases by 10.00% | (0.14) | - | (0.14) | - |
| INR/USD Decreases by 10.00% | 0.14 | - | 0.14 | - |

### (ii) Interest rate risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in fair value of financial instruments or changes in interest income, expense and cash flows of the Company.

The Group uses fixed and variable interest rates on its interest bearing liabilities. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term loans. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

The Exposure of Company's financial assets and liabilities to interest rate risk is as follows : (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Fixed rate borrowings | 13.62 | 679.48 |
| Floating rate borrowings | 217.80 | 9.56 |
| **Total borrowings** | **231.42** | **689.04** |

**Sensitivity**

Profit or loss (after tax) is sensitive to higher/lower interest expense from floating rate borrowings as a result of changes in interest rates.

(₹ in crores)

| Particulars | Impact on profit after tax | | Impact on Equity | |
|---|---|---|---|---|
| | Year ended March 31, 2026 | Year ended March 31, 2025 | Year ended March 31, 2026 | Year ended March 31, 2025 |
| Interest rates – increase by 100 basis points (100 bps) | (1.98) | (0.07) | (1.98) | (0.07) |
| Interest rates – decrease by 100 basis points (100 bps) | 1.98 | 0.07 | 1.98 | 0.07 |

### (b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group is exposed to credit risk for trade receivables, cash and cash equivalents, investments, other bank balances, loans, other financial assets, financial guarantees and derivative financial instruments.

Company's trade receivables are generally categories into following categories:

1. Institutional customers
2. Dealers

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 33. Financial risk management objectives (Contd.)

In case of sale to institutional customers, certain credit period is allowed. In order to mitigate credit risk, generally the sales are secured by letter of credit, bank guarantee, post dated cheques, etc.

In case of sale to dealers certain, credit period is allowed. In order to mitigate credit risk, generally the sales made to dealers are secured by way of post dated cheques (PDC). Further, Company has an ongoing credit evaluation process in respect of customers who are allowed credit period.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

(₹ in crores)

| Particulars | As at March 31, 2026 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transactions | | | | | | |
| | Unbilled | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Expected credit loss rate | 0.00% | 0.00% | 50.00% | 100.00% | 100.00% | - | |
| Gross carrying amount | - | 262.74 | 3.69 | 0.40 | 4.96 | - | 271.79 |
| Lifetime expected credit loss | - | - | 1.85 | 0.40 | 4.96 | - | 7.21 |

(₹ in crores)

| Particulars | As at March 31, 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding for following periods from date of transactions | | | | | | |
| | Unbilled | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Expected credit loss rate | 0.00% | 0.00% | 31.05% | 100.00% | 100.00% | 100.00% | |
| Gross carrying amount | 0.44 | 315.03 | 1.84 | 4.96 | - | - | 322.27 |
| Lifetime expected credit loss | 0 | - | 0.57 | 4.96 | - | - | 5.53 |

**Movements in allowances for expected credit loss** (₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Balance | 5.53 | - |
| Additional Allowance | 1.68 | 5.53 |
| Reversal during the year | - | - |
| **Closing Balance** | **7.21** | **5.53** |

The credit risk for cash and cash equivalents and bank deposits including interest accrued thereon is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Further, the Group has assessed the recoverability of other financial assets including security deposit and concluded that no expected credit allowance is required to be created.

### (c) Liquidity risk

The Group has a liquidity risk management framework for managing its short term, medium term and long term sources of funding vis-à-vis short term and long term utilization requirement. This is monitored through a rolling forecast showing the expected net cash flow, likely availability of cash and cash equivalents, and available undrawn borrowing facilities.

**(i) Financing arrangements: The position of undrawn borrowing facilities at the end of reporting period are as follows :**

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Fixed rate borrowings | 436.37 | 249.50 |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 33. Financial risk management objectives (Contd.)

| | | |
|---|---|---|
| Floating rate borrowings | 838.63 | 561.04 |
| **Nature of facility** | Working Capital | Working Capital |

### (ii) Maturities of financial liabilities

The table below analyses the Company's all non-derivative financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

**Contractual maturities of financial liabilities :-** (₹ in crores)

| Particulars | Carrying value | Not later than 1 year | Between 1 and 5 years | Later than 5 years | Total |
|---|---|---|---|---|---|
| **As at March 31, 2026** | | | | | |
| Borrowings (interest bearing) | 231.42 | 231.42 | - | - | 231.42 |
| Lease liabilities (interest bearing) | 36.50 | 2.88 | 12.23 | 55.38 | 70.49 |
| Trade payables | 365.03 | 365.03 | - | - | 365.03 |
| Others financial liabilities | 7.24 | 7.24 | - | - | 7.24 |
| **Total non-derivative liabilities** | **640.19** | **606.57** | **12.23** | **55.38** | **674.18** |
| **As at March 31, 2025** | | | | | |
| Borrowings (interest bearing) | 689.04 | 689.04 | - | - | 689.04 |
| Lease liabilities (interest bearing) | 32.91 | 2.76 | 10.42 | 49.54 | 62.72 |
| Trade payables | 329.17 | 329.17 | - | - | 329.17 |
| Others financial liabilities | 13.79 | 13.79 | - | - | 13.79 |
| **Total non-derivative liabilities** | **1,064.91** | **1,034.76** | **10.42** | **49.54** | **1,094.72** |

## 34. Reconciliation of liabilities arising from financing activities

(₹ in crores)

| Particulars | As at April 1, 2025 | Cash flows (Net) | Non-cash changes | | As at March 31, 2026 |
|---|---|---|---|---|---|
| | | | Addition Lease liabilities (net) | Impact of fair value changes | |
| Current borrowings | 689.04 | (457.62) | - | - | 231.42 |
| Lease Liabilities (Non-current and current) | 32.91 | (0.44) | 4.03 | - | 36.50 |
| **Total** | **721.95** | **(458.06)** | **4.03** | **-** | **267.92** |

(₹ in crores)

| Particulars | As at April 1, 2024 | Cash flows (Net) | Non-cash changes | | As at March 31, 2025 |
|---|---|---|---|---|---|
| | | | Addition Lease liabilities (net) | Impact of fair value changes | |
| Current borrowings | 181.89 | 507.15 | - | - | 689.04 |
| Lease Liabilities (Non-current and current) | 0.40 | (1.52) | 34.03 | - | 32.91 |
| **Total** | **182.29** | **505.63** | **34.03** | **-** | **721.95** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 35. Capital management

### (a) Risk management

The Group being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company's capital requirement is mainly to fund its business expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of The Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets. The Group is not subject to any externally imposed capital requirements.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents.

(₹ in crores)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current borrowings | 231.42 | 689.04 |
| Lease liabilities | 36.50 | 32.91 |
| Less : Cash and cash equivalents | (519.89) | (123.94) |
| Less : Bank balances other than cash and cash equivalents | (464.24) | (1,020.86) |
| **Net debt** | **(716.21)** | **(422.85)** |
| **Total equity** | **1,596.53** | **1,208.15** |
| **Gearing Ratio** | **(0.45)** | **(0.35)** |

Equity includes all capital and reserves of the Company that are managed as capital.

## 36. Details of loans given, investment made and guarantee given

In accordance with Ind AS 108 'Operating Segments', the Board of Directors of the Company, being the chief operating decision maker of the Company has determined "Manufacturing and trading of building material products" as the only operating segment. Further, in terms of paragraph 31 of Ind AS 108, entity wide disclosures have been presented below:

(₹ in crores)

| Name of investee | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non-Current Assets (excluding non-current financial assets and deferred tax asset (net))** | | |
| - Within India | 414.09 | 203.24 |
| - United Arab Emirates | 113.35 | 101.49 |

| Name of investee | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Revenue from operations** | | |
| - Within India | 5,304.62 | 5,382.33 |
| - United Arab Emirates | 997.46 | 473.84 |

Revenue from operations have been allocated on the basis of location of customers.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 37. Additional Regulatory Information

### (a) Financial Ratios

(₹ in crores)

| Particulars | | As at March 31, 2026 | As at March 31, 2025 | Change (%) | Reason for variance if more than 25% |
|---|---|---|---|---|---|
| (i) | Current Ratio | 2.80 | 1.89 | 48.70 % | refer note (a) below |
| | Current Ratio = Current Assets / Current Liabilities | | | | |
| (ii) | Debt-Equity Ratio* | NA | NA | - | refer note (b) below |
| | Debt-Equity Ratio = Net Debt(1) / Shareholder's Equity | | | | |
| (iii) | Debt Service Coverage Ratio | 0.55 | 0.20 | 170.71 % | refer note (c) below |
| | Debt Service Coverage Ratio = Earnings available for debt service(2) / Debt service(3) | | | | |
| | Reason for change more than 25% | | | | |
| (iv) | Return on Equity Ratio | 7.92% | 9.01% | (12.13)% | - |
| | Return on Equity Ratio= Net Profit after tax / Average shareholder's equity | | | | |
| (v) | Inventory turnover ratio | 22.66 | 35.00 | (35.25)% | refer note (d) below |
| | Inventory turnover ratio= Sales / Average closing inventory | | | | |
| (vi) | Trade receivables turnover ratio | 21.73 | 29.06 | (25.23)% | refer note (e) below |
| | Trade receivables turnover ratio= Sales / Average closing trade receivables | | | | |
| (vii) | Trade payables turnover ratio | 17.53 | 21.54 | (18.60)% | - |
| | Trade payables turnover ratio= Net purchases / Average closing trade payables | | | | |
| (viii) | Net capital turnover ratio | 5.70 | 6.26 | (8.83)% | - |
| | Net capital turnover ratio= Sales / Working capital | | | | |
| (ix) | Net Profit Ratio | 1.76% | 1.77% | (0.42)% | - |
| | Net Profit Ratio= Profit after tax / Sales | | | | |
| (x) | Return on capital employed | 22.08% | 23.09% | (4.38)% | - |
| | Return on capital employed= Earning before interest and taxes(4) / Capital employed(5) | | | | |
| (xi) | Return on investment | 6.74% | 7.68% | (12.14)% | - |
| | Return on investment= Income generated from invested funds / average invested funds in treasury investments | | | | |

**Explanation of formulas used in calculating ratios :**

(1) Net debt includes borrowings (long term and short term) net of cash & cash equivalents and bank balances.

(2) Earnings available for debt service includes profit after tax with adjustment of finance costs, depreciation and other non cash expense.

(3) Debt service includes finance costs paid and principal repayment of borrowings (long term and short term).

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 37. Additional Regulatory Information (Contd.)

(4) Capital employed includes Tangible net worth (Total assets - total liability - intangible assets), net debt and deferred tax liability.

**Notes :**

(a) Due to decrease in short term borrowings during the year.

(b) Debt to Equity ratio is not applicable as Net debts is negative.

(c) Due to decrease in short term borrowings during the year.

(d) Due to increase in average inventory during the year.

(e) Due to Increase in trade receivables during the year.

### (b) Relationship with struck off companies

The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

### (c) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under the Companies Act, 2013

### (d) Compliance with approved scheme(s) of arrangements

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

### (e) Utilisation of borrowed funds and share premium

(i) 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 Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of The Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) No funds have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The borrowings obtained by the group from banks have been applied for the purposes for which such loans were taken.

### (f) Wilful defaulter

The Group has not been declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

### (g) Details of Benami Property held

There are no proceedings initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

### (h) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

### (i) Valuation of Property, plant & equipment and intangible asset

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

### (j) Registration of charges or satisfaction with Registrar of Companies

There is no charge or satisfaction of charge which is yet to be registered with ROC beyond the statutory period.

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 37. Additional Regulatory Information (Contd.)

**(k) Undisclosed income**

The Group do not have any transaction not recorded in the books of accounts that has been surrendered or not disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**(l) Maintenance of Audit Trail log**

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company and its subsidiary incorporated in India has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software, except for instance mentioned below. The Holding Company and its subsidiary did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, except for matters mentioned below, the audit trail has been preserved by the Holding Company and its subsidiary as per the statutory requirements for record retention:

The accounting software used for maintenance of accounting records of Holding Company and its subsidiary, other than payroll records, is operated by a third-party software service provider and in the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to demonstrate whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year. It was also validated that the users did not have access to the said software's database, to make any direct changes to the database in the said period.

## 38. Disclosure of additional information as required by Schedule III to the Companies Act, 2013 :

**For the year ended March 31, 2026** (₹ in crores)

| Name of the entity in the Group | Net Assets, (total assets minus total liabilities) | | Share in profit or loss | | Share in other comprehensive income (OCI) | | Share in total comprehensive income (TCI) | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| **Holding Company** | | | | | | | | |
| SG Mart Limited | 87.24% | 1,541.82 | 78.27% | 86.83 | 100.00% | 0.17 | 78.30% | 87.00 |
| **Wholly owned subsidiaries** | | | | | | | | |
| **Domestic** | | | | | | | | |
| SG Super 101 Private Limited | 0.01% | 0.10 | 0.00% | 0.00 | 0.00% | - | 0.00% | 0.00 |
| **Foreign** | | | | | | | | |
| SG Marts FZE | 12.76% | 225.46 | 21.73% | 24.11 | 0.00% | - | 21.70% | 24.11 |
| **Total** | **100.00%** | **1,767.38** | **100.00%** | **110.94** | **100.00%** | **0.17** | **100.00%** | **111.11** |
| Inter Company elimination and consolidation adjustments | | (170.85) | | 0.12 | | 20.72 | | 20.84 |
| **Consolidated Net Assets/Profit** | | **1,596.53** | | **111.06** | | **20.89** | | **131.95** |

# Summary of Notes and Other Explanatory Information to the Consolidated Financial Statements for the year ended March 31, 2026

## 37. Additional Regulatory Information (Contd.)

**For the year ended March 31, 2025**

(₹ in crores)

| Name of the entity in the Group | Net Assets, (total assets minus total liabilities) | | Share in profit or loss | | Share in other comprehensive income (OCI) | | Share in total comprehensive income (TCI) | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| **Holding Company** | | | | | | | | |
| SG Mart Limited | 86.90% | 1,198.41 | 87.87% | 93.90 | 100.00% | 0.06 | 87.88% | 93.96 |
| **Wholly owned subsidiaries** | | | | | | | | |
| **Domestic** | | | | | | | | |
| SG Super 101 Private Limited | 0.01% | 0.10 | 0.00% | 0.00 | 0.00% | - | 0.00% | 0.00 |
| **Foreign** | | | | | | | | |
| SG Marts FZE | 13.10% | 180.63 | 12.13% | 12.96 | 0.00% | - | 12.12% | 12.96 |
| **Total** | **100.00%** | **1,379.14** | **100.00%** | **106.86** | **100.00%** | **0.06** | **100.00%** | **106.92** |
| Inter Company elimination and consolidation adjustments | | (170.99) | | (3.43) | | 0.63 | | (2.80) |
| **Consolidated Net Assets/Profit** | | **1,208.15** | | **103.43** | | **0.69** | | **104.12** |

**39.** Effective November 21, 2025, The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes collectively referred to as the 'New Labour Codes'. The corresponding all supporting rules under these codes are yet to be notified.

The Group has estimated and accounted for incremental liability, which is not material to the consolidated financial statements. The Group will continue to monitor the finalisation of Central and State Rules and further Government clarifications, and will record any additional accounting impact as required.

**40.** There are no subsequent events that occurred after the reporting date.

**41.** In alignment with the new line of business i.e. trading and manufacturing of Building Material Products, the name of the Holding Company has been changed from "Kintech Renewables Limited" to "SG Mart Limited" w.e.f. October 06, 2023. The net sales or income, expenditure and net profit after tax for the year referred to in these consolidated statement of profit and loss account pertain to the aforesaid new line of business.

**42.** Previous year's figure have been regrouped / reclassified wherever necessary to correspond with the current year's figures.

**43.** Amounts below the rounding off norms adopted by the Company are presented as "0.00".

As per our report of even date attached.
**For Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

For and on behalf of the Board of Directors of
**SG MART LIMITED**

**Ashish Gera**
Partner
Membership No. 508685

**Amit Thakur**
Whole Time Director
DIN : 10732682

**Arun Agarwal**
Director
DIN : 10067312

Place: Noida
Date: May 04, 2026

**Suraj Kumar**
Chief Financial Officer

**Sachin Kumar**
Company Secretary
ICSI M.No. : F13972

Place: Noida
Date: May 04, 2026

# Notes

## Registered Office

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