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Assessment Services Providers

INCAP LIMITED

1-58, NIDAMANUR,
VIJAYAWADA - 521 104.
ANDHRA PRADESH
INDIA

Phones : 91-866-2842571, 2842479

E-mail : vjwincap@hotmail.com

www.incaplimited.in CIN L32101AP1990PLC011311

INCAP/BSE/2026-27/367

Dated 28th August, 2026

To

Bombay Stock Exchange,
21st Floor, P.J.Tower,
Dalal Street,
Mumabi.

Dear Sir,

Sub : Notice of 36th Annual General Meeting and 36th Annual Report for the financial year 2025-2026.

-X-X-X-

This is to inform that 36th Annual General Meeting of the company will be held on Saturday, September 26, 2026 at 12.00 Noon at the Registered Office of the Company at Incap Limited, 1-58, Nidamanur, Vijayawada – 521104, NTR District, Andhra Pradesh.

Please find the enclosed 36th Annual Report 2025-2026.

Kindly take the above on your record.

Thanking you,
Yours faithfully,
For INCAP LIMITED

(C. NEELIMA)
MANAGING DIRECTOR
DIN : 02737481

Incap
Focusing on Excellence

36th
*Annual
Report*

2025 - 2026

INCAP LIMITED

ISO 9001:2015 CERTIFIED COMPANY

BOARD OF DIRECTORS

Smt. C.Neelima	(DIN : 02737481)	Managing Director
Sri. C.Bhagavantha Rao	(DIN : 00218713)	Director, CFO
Sri. P.Ram Rao	(DIN : 00137511)	Director
Smt. P.Himabindu	(DIN : 06605646)	Director
Sri. C.Rakesh	(DIN : 07688165)	Independent Director
Sri. CS A.Ramesh		Company Secretary

AUDITORS

M/s. Umamaheswara Rao & Co
Chartered Accountants,
D.No.29-7-656, 3rd Floor,
1/16th Lane, Brodipet,
GUNTUR - 522 002
Andhra Pradesh.

BANKERS

State Bank of India,
Patamata SME Branch,
VIJAYAWADA- 520007
NTR District,
Andhra Pradesh.

REGISTERED OFFICE & FACTORY**INCAP LIMITED**

CIN : L32101AP1990PLC011311
1-58, Nidamanuru,
VIJAYAWADA- 521104
NTR District,
Andhra Pradesh

Tel : 91-866-2842479;2842571
Email : investorsincap@gmail.com
URL : www.incaplimited.in

**REGISTRARS & SHARE TRANSFER
AGENTS (PHYSICAL & DEMAT)****VENTURE CAPITAL & CORPORATE
INVESTMENTS PRIVATE LIMITED**

"AURUM", D.No.4-50/P-II/57/4F & 5F,
4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase - II, Gachibowli,
Serilingampally, Hyderabad - 500 032.
Ranga Reddy Dist., Telangana.

Tel : 91-40-23818475, 476
Email : info@vccilindia.com
URL : www.vccipl.com

NOTICE

Notice is hereby given that the **THIRTY SIXTH ANNUAL GENERAL MEETING** of **INCAP LIMITED** (CIN : L32101AP1990PLC011311) will be held on Saturday, the 26th September, 2026 at 12.00 Noon at the Registered Office of the Company at 1-58, Nidamanur, Vijayawada - 521104, NTR District, Andhra Pradesh to transact the following business :

ORDINARY BUSINESS :

1. To Consider and adopt the Audited Financial Statetements of the company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri. P.Ram Rao (DIN : 00137511) who retires at this meeting and being eligible offers himself for re-appointment.
3. To declare dividend on equity shares of the company for the financial year ended on March 31, 2026.

SPEICIAL BUSINESS :

4. Re-Appointment of Smt. C.Neelima (DIN : 02737481) as Managing Director of the Company.

To consider and approve the following resolution with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to the approval of the Central Government, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, on recommendation of the Nomination and remuneration committee, consent of the members be and is hereby accorded to the re-appointment of Smt. Neelima Challagulla, (DIN: 02737481 as Managing Director of the Company for a period of 3 (Three) years with effect from 01st February, 2026 upto and including 31st January, 2029 on following remuneration, terms and conditions :

- A. Salary : Monthly Remuneration of Rs.90,000/-
- B. Perks & Allowances of Rs.60,000/-
 - i. Rent Free Accommodation.
 - ii. Medical expenses for Self & Family subject to Ceiling of one months's salary in year or 3 months salary over a period of 3 years.
 - iii. LTC - For self and family once in a year in accordance with any rules specified by the company.
 - iv. Club Fee : Fee of clubs subject to a max of one club, admission and life membership not allowed.
 - v. Personal Accident Insurance: Premium not to exceed Rs.2000/- per month.
 - vi. Entertainment Expenses : Reimbursement of entertainment expenses not exceeding Rs.2000/- per month.

“RESOLVED FURTHER THAT the remuneration payable to Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provide under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”.

5. Appointment of Sri C. Bhagavantha Rao (DIN: 00218713) as Executive Chairperson of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of Sri C. Bhagavantha Rao (DIN: 00218713), who has attained the age of 75 years, as the Executive Chairperson of the Company for a period of three (3) years, with effect from the date of this Annual General Meeting, on the following terms and conditions:

A. Salary

Monthly remuneration of Rs.1,31,450.

B. Perquisites and Allowances :

Perquisites and allowances not exceeding Rs.68,550 per month, comprising, inter alia, the following:

1. Rent-free accommodation or House Rent Allowance, as may be determined by the Board.
2. Reimbursement of medical expenses for self and family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
3. Leave Travel Concession for self and family once in a year in accordance with the rules of the Company.
4. Club membership fee for one club only, excluding admission fee and life membership fee.
5. Personal Accident Insurance premium not exceeding Rs.2,000 per month.
6. Reimbursement of entertainment expenses not exceeding Rs.2,000 per month.

RESOLVED FURTHER THAT in view of Sri C. Bhagavantha Rao having attained the age of 75 years, the approval of the Members by way of this Special Resolution is accorded pursuant to the first proviso to Section 196(3)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to the Executive Chairperson shall be governed by the provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and shall not exceed the limits prescribed therein or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of appointment, the Executive Chairperson shall be paid the aforesaid remuneration as the minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents and writings, file the necessary forms and returns with the Registrar of Companies and other statutory authorities, and take all such steps as may be necessary, desirable or expedient to give effect to this Resolution."

6. Appointment of Secretarial Auditors

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company (“Board”), Mr. A. N. Sarma, Practicing Company Secretary, holding Membership No. F4557 and Certificate of Practice No. 26617, be and is hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2031, to conduct the Secretarial Audit of the Company for the financial years 2026-27 to 2030-31, at such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board, based on the recommendation of the Audit Committee, and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, writings and instruments as may be considered necessary, desirable or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

for **INCAP LIMITED**

C.NEELIMA
MANAGING DIRECTOR
DIN : 02737481

VIJAYAWADA,
30th May, 2026

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND A PROXY NEED NOT BE A MEMBER.

2. The proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the meeting.

3. Pursuant to the provision of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

4. The Register of Members and Share Transfer books of the company will remain closed from 19th September, 2026 to 22nd September, 2026 (Both days inclusive) for the purpose of Annual General Body meeting for the year ended 31st March, 2026.

5. The dividend if any declared at this meeting will be paid to those members, whose names appear in the Register of Members of the company as on 18th September, 2026. Payment of Dividend, as approved, shall be subjected to deduction of tax at source, and the net dividend, will be paid to shareholders.

6. Unclaimed Dividend : Dividends unclaimed and unpaid over 7 years will be transferred to the Investor Education and Protection Fund. Further, shares of such shareholders. Who have not encashed any dividend warrant / instrument during the last 7 years, will be transferred to the Investor Education and Protection Fund.

7. In compliance with the circulars, the annual report 2025-26, the notice of the 36th AGM, and instructions for E-voting are being sent through electronic mode to those members whose e-mail addresses are registered with the company / depository participant(s), and uploaded on the website of the company at www.incaplimited.in. The notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the websites of CDSL (agency for providing the Remote E-voting facility) i.e. <https://www.evotingindia.com>.

8. Relevant documents/agreements referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during the business hours upto the date of the meeting.

9. In case of Joint Holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.

10. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

11. Members / proxies should bring the attendance slips duly filled in for attending the meeting.

12. CDSL e-Voting System – For Remote e-voting :**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

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

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

- (i) The voting period begins on Wednesday, September 23, 2026 at 09:00 hours (IST) and ends on Friday, September 25, 2026 at 17:00 hours (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Share holders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting @cdslindia. com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

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

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

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

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - * The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - * It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - * Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorsincap@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

VIJAYAWADA,
30th May, 2026

By order of the Board
for **INCAP LIMITED**

C.NEELIMA
MANAGING DIRECTOR
DIN : 02737481

Details of Directors seeking appointment/ re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Particulars	P. Ram Rao
Director identification Number (DIN)	00137511
Date of Birth	28-06-1948
Date of first appointment	16-12-1991
Qualification	B.E. (Hons)
Expertise in specific functional areas Terms and conditions of appointment / re-appointmnet	Electrical, Electronics Industry and Administration. Appointed as Non- Exe. Director liable to retire by rotation.
Number of Board Meetings attended during the year	4
Details of remuneration last drawn (2024-25) Number of shares held in the company: (a) Own (b) For other persons on a beneficial basis	Nil 60933 Equity shares --
Directorships held in other public companies (excluding foreign and private companies)	--
Memberships / Chairmanships of Audit committees and Investors' grievance committees across public companies	--
Shareholding	1.19% (60933 Equity shares)

Location Map :



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4 – Re-appointment of Smt. C. Neelima (DIN: 02737481) as Managing Director

The present term of office of **Smt. C. Neelima (DIN: 02737481)** as the Managing Director of the Company expires on **31st January, 2026**.

Considering her extensive experience, leadership, knowledge of the Company's operations and significant contribution to the growth and management of the Company, the **Nomination and Remuneration Committee**, at its meeting held on 30th May, 2026, recommended her re-appointment as the Managing Director of the Company for a further period of **three (3) years**. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 30th May, 2026, approved her re-appointment for the period from **1st February, 2026 to 31st January, 2029** (both days inclusive), subject to the approval of the Members.

The principal terms and conditions of her re-appointment, including remuneration, are set out in the resolution forming part of the Notice convening this Annual General Meeting. The remuneration has been determined by the Board on the recommendation of the Nomination and Remuneration Committee, taking into consideration her qualifications, experience, responsibilities, industry standards and the scale of operations of the Company.

The Company has received from Smt. C. Neelima:

- her consent to act as Managing Director;
- a declaration confirming that she is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013;
- a declaration confirming that she satisfies the criteria prescribed under Part I of Schedule V to the Companies Act, 2013; and
- disclosure of her interest pursuant to Section 184 of the Companies Act, 2013, wherever applicable.

The Board is of the opinion that the re-appointment of Smt. C. Neelima as Managing Director is in the best interests of the Company and recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval by the Members.

Except **Smt. C. Neelima** and her relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The information required under **Section II of Part II of Schedule V** to the Companies Act, 2013 and **Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, together with **Secretarial Standard-2 on General Meetings**, forms part of the Notice.

Item No. 5 – Appointment of Sri C. Bhagavantha Rao (DIN: 00218713) as Executive Chairperson of the Company.

The term of office of Sri C. Bhagavantha Rao (DIN: 00218713) as the Executive Chairman of the Company concluded on 31st January, 2026 upon completion of his tenure.

Considering his rich experience, strategic vision, leadership and significant contribution to the growth and affairs of the Company over the years, the Nomination and Remuneration Committee, at its meeting held on 30th May, 2026, recommended his appointment as the Executive Chairperson of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 30th May, 2026, approved his appointment as the Executive Chairperson for a period of three (3) years, with effect from the date of this Annual General Meeting, subject to the approval of the Members.

Sri C. Bhagavantha Rao has attained the age of 75 years. Accordingly, in terms of the first proviso to Section 196(3)(a) of the Companies Act, 2013, the appointment of a person who has attained the age of seventy years as a Managing Director, Whole-time Director or Manager requires the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is sought by way of the Special Resolution set out at Item No. 5 of the Notice.

The Board, after evaluating his qualifications, integrity, experience, leadership capabilities and continued valuable contribution to the Company, is of the opinion that his appointment as Executive Chairperson would be in the best interests of the Company and its stakeholders.

The principal terms and conditions of his appointment, including remuneration, are set out in the Resolution forming part of the Notice convening this Annual General Meeting. The remuneration has been recommended by the Nomination and Remuneration Committee and approved by the Board, having regard to his responsibilities, experience, industry practices and the size and operations of the Company.

The Company has received from Sri C. Bhagavantha Rao:

- his consent to act as a Director;
- a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- a declaration confirming that he satisfies the conditions specified in Part I of Schedule V to the Companies Act, 2013; and
- the necessary disclosures of interest as required under the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Except Sri C. Bhagavantha Rao and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings, and the applicable provisions of Schedule V to the Companies Act, 2013 forms part of the Notice convening the Annual General Meeting.

Item No. 6 – Appointment of Secretarial Auditor :

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, every listed entity is required to appoint or re-appoint a Secretarial Auditor for a term of five consecutive years, subject to the approval of its shareholders.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 30th May, 2026 , approved the appointment of Mr. A. N. Sarma, Practicing Company Secretary (Membership No. F4557 and Certificate of Practice No. 26617), as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2031, to conduct the Secretarial Audit of the Company for the financial years 2026-27 to 2030-31, subject to the approval of the Members.

Mr. A. N. Sarma has consented to act as the Secretarial Auditor of the Company and has confirmed that his appointment satisfies the eligibility criteria prescribed under the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations. The Board is of the opinion that, considering his qualifications, experience and expertise in corporate laws and secretarial practice, his appointment is in the best interests of the Company.

The remuneration payable to the Secretarial Auditor shall be as may be determined by the Board of Directors, based on the recommendation of the Audit Committee, and mutually agreed with the Secretarial Auditor from time to time.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

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

DIRECTOR'S REPORT

To

The Members,

Incap Limited, (CIN : L32101AP1990PLC011311)

Your Directors have pleasure in presenting the Thirty Fifth Annual Report on the business and operations of the company and the Audited Financial Statements for the year ended 31st March, 2026 together with Auditors' Report thereon.

1. FINANCIAL RESULTS :

The financial results for the year ended 31st March, 2026 are summarised below : (Rs. In Lakhs)

Particulars	2025-2026	2024-2025
Revenue from Operations	3166.73	3357.92
Other Income	13.67	19.19
Total Income	3180.40	3377.11
Total Expenditure	3045.50	3188.67
Profit before Interest, Depn. & Tax	134.90	188.44
Inteerst	33.43	45.68
Profit before Depn. & Tax	101.47	142.76
Depreciation	50.32	38.22
Profit before Tax	51.15	104.54
Add : Deferred Tax Liability (Net)	(3.33)	(3.49)
Provision for Tax	14.11	28.08
Profit after Tax	33.71	79.95
Add : Brought forward from previous year	928.81	900.19
	962.52	980.14
Appropriations :		
Provision for Dividend	51.33	51.33
Surplus carried to Balance Sheet	911.19	928.81

2. STATE OF COMPANY AFFAIRS :

During the year 2025-2026 your company achieved a turnover of Rs.3166.73 Lakhs against Rs.3357.92 Lakhs for the year 2024-2025,reflecting a decrease in turnover compared to the previous year. The decrease in turnover was primarily due to the absence of export business during the year under review. The Company earned a net profit of Rs.33.71 Lakhs during the financial year 2025-2026. The profit for the year was lower than the previous year, mainly on account of the appreciation of the US Dollar, which adversely impacted the company's financial performance.

During the year under review, the company carried out pulses trading business amounting to Rs.1668.48 Lakhs, which continued to constitute a significant portion of its business operations.

3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS :

There are no material changes and commitments affecting financial position of the company between 31st March, 2026 and the date of Board's Report.

4. EXTRACT OF ANNUAL RETURN :

A copy of the Annual Return as required under section 92(3) and section 134(3) (a) of the companies Act, 2013 has been placed on the company's website <https://www.incaplimited.com/investor-relations.html>.

5. INFORMATION ABOUT THE FINANCIAL PERFORMANCE/FINANCIAL POSITION OF THE SUBSIDIARIES/ ASSOCIATES / JV :

The company does not have any subsidiary, joint venture or associates company.

6. DIVIDEND :

The Board of Directors recommended for your consideration a dividend on equity share at 10% (Re.1.00 per equity share) for the year ended on 31st March, 2026. Total amount of outgo on account of these will Rs.51.33 Lakhs towards dividend. Payment of Dividend, as approved, shall be subjected to deduction of tax at source, and the net dividend, will be paid subject to the approval of shareholders in the Annual General Meeting.

Transfer of Shares in favour of Investor Education and Protection Fund (IEPF) Authority Pursuant to the applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares on which dividends have not been claimed for 7 consecutive years were required to be transferred in favor of IEPF authority. During the year 2025-2026 there is no pending to transfer.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL :

- i. In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, **Sri P. Ram Rao (DIN: 00137511)** retires by rotation at the ensuing Annual General Meeting ("AGM") and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment for the approval of the Members.
- ii. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved, subject to the approval of the Members at the ensuing AGM, the re-appointment of **Smt. C. Neelima (DIN: 02737481)** as the **Managing Director** of the Company for a further period of **three (3) years** with effect from **1st February, 2026 to 31st January, 2029** (both days inclusive), on the terms and conditions, including remuneration, as set out in the Notice convening the AGM.
- iii. The term of office of **Sri C. Bhagavantha Rao (DIN: 00218713)** as the **Executive Chairman** of the Company concluded on **31st January, 2026** upon completion of his tenure. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved, subject to the approval of the Members by way of a **Special Resolution** at the ensuing AGM, the appointment of **Sri C. Bhagavantha Rao (DIN: 00218713)** as the **Executive Chairperson** of the Company for a period of **three (3) years**, with effect from the date of the ensuing AGM, on the terms and conditions, including remuneration, as set out in the Notice convening the AGM. As Sri C. Bhagavantha Rao has attained the age of **75 years**, his appointment is subject to the approval of the Members by way of a Special Resolution pursuant to the first proviso to Section 196(3)(a) of the Companies Act, 2013. The

Board, having considered his qualifications, extensive experience, leadership and valuable contribution to the Company, is of the opinion that his appointment is in the best interests of the Company and accordingly recommends the Special Resolution for approval by the Members.

During the year under review, there were no other changes in the composition of the Board of Directors or the Key Managerial Personnel of the Company, except as stated above.

The requisite disclosures relating to the Director retiring by rotation, the Director seeking re-appointment and the proposed appointee, as required under **Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and **Secretarial Standard-2 on General Meetings**, are provided in the Notice convening the ensuing Annual General Meeting.

Summary of Changes in Directors and Key Managerial Personnel

SNo	Name	DIN	Designation	Name of change	Effective Date	Remarks
1.	Sri P.Ram Rao	00137511	Non-Exe. Director	Retires by rotation and is eligible for re-appointment	At the ensuing Annual General Meeting	Re-appointment recommended by the Board for approval of the Members.
2.	Smt C.Neelima	02737481	Managing Director	Proposed re-appointment	1st February, 2026 (Subject to Members' approval at the ensuing AGM)	Re-appointment for a further term of three (3) years.
3.	Sri C.Bhagavantha Rao	00218713	Exe. Chairman	Cessation of office	31st January, 2026	Term of office concluded upon completion of tenure.
4.	Sri C.Bhagavantha Rao	00218713	Exe. Chairperson	Proposed appointment	From the date of the ensuing AGM (subject to Members' approval by Special Resolution)	Proposed appointment for a term of three (3) years pursuant to Sections 196, 197, 198, 203 and the first provision to Section 196(3) (a) of the Companies Act, 2013

8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS :

The Independent Director has affirmed his compliance with the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013

9. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION :

For the purpose of selection of any Director, the Nomination & Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and also taken into consideration recommendation, if any, received from any member of the Board. The committee also ensures that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws. The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection, appointment and remuneration of Directors & Senior Management.

10. EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS :

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Act and the Corporate Governance

requirements as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of various criteria such as Board composition, process, dynamics, quality of deliberations, strategic discussions, and effective reviews, committee participation, governance reviews etc.

Name of the Director	Number of meetings attended / total meeting held during the Financial Year 2025-2026
Sri C.Bhagavantha Rao	4 / 4
Sri P.Ram Rao	4 / 4
Smt. C.Neelima	4 / 4
Smt. P.Himabindu	4 / 4
Sri. Dr. C.Rakesh	4 / 4

The Board and the Nomination and Remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders.

11. TRANSFER TO RESERVES :

The Board of Directors of your Company has decided to retain the entire amount of profit in the profit and loss account. Accordingly, the Company has not transferred any amount to 'Reserves' for the Financial Year ended March 31, 2026.

12. NUMBER OF MEETINGS OF THE BOARD :

The Board of Directors met 4 (Four) times on 29th May, 2025, 2nd August, 2025, 1st November, 2025 and 31st January, 2026 dates during the financial year.

13. POLICY ON SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing a safe, secure and inclusive work environment free from sexual harassment and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in accordance with the provisions of the **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013** ("POSH Act") and the rules made thereunder.

Pursuant to Section 4 of the POSH Act, the Company has duly constituted an **Internal Committee** for the prevention, prohibition and redressal of complaints of sexual harassment at the workplace. The composition of the Internal Committee as on **31st March, 2026** is as follows:

No. of Complaints received in the year	No. of Complaints disposed of during the year	No. of Complaints pending for more than 90 days
Nil	Nil	Nil

The Directors state that during the year under review, there was no complaint received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

14. STATUTORY AUDITORS :

M/s. Umamaheswara Rao & Co., Chartered Accountants, (Firm Registration No.004453S) Statutory Auditors of the Company, holds office till the conclusion of the Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2028.

15. INTERNAL AUDITORS :

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has in place an adequate internal audit system commensurate with the nature, size and complexity of its business.

The Internal Audit is conducted by a well experienced employee during the year under review and company is taking all necessary steps to appoint Internal Auditor as per the provisions of the Companies Act, 2013. The Internal Auditor conducts periodic audits of the Company's operations, processes and internal financial controls and submits reports to the Audit Committee. The Audit Committee periodically reviews the internal audit findings, evaluates the adequacy and effectiveness of the internal control framework and monitors the implementation of corrective actions, wherever required.

The Board is of the opinion that the Company's internal financial controls are adequate and operating effectively.

16. 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 other applicable provisions, if any, of the Companies Act, 2013, the Members of the Company, at the Annual General Meeting appointed Mr. A. N. Sarma, Practicing Company Secretary (Membership No. F4557, Certificate of Practice No. 26617), as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the conclusion of the said Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2031, to conduct the Secretarial Audit of the Company for the financial years 2026-27 to 2030-31.

The Secretarial Audit Report for the financial year ended 31 March 2026, issued by the erstwhile Secretarial Auditor, forms part of this Annual Report as Annexure - MR3 . The report does not contain any qualification, reservation, adverse remark or disclaimer.

17. LOANS, GUARANTEES & INVESTMENTS :

The Company has not given loans, guarantees, securities and made investments during the year under review, as per the provisions of Section 186 of the he Companies Act, 2013.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All related party transaction that were entered during the financial year ended 31st March, 2026 were on an arm's length basis and were in the ordinary course of business.

19. COMPOSITION OF AUDIT COMMITTEE :

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report which forms a part of this report.

20. RISK MANAGEMENT POLICY :

The company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the company. The same has also been adopted by your Board and is also subject to its review from time to time.

21. INTERNAL FINANCIAL CONTROLS :

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Details in respect of frauds reported by Auditors under Section 143 (12) other than those which are reportable To The Central Government:-

There were no frauds as reported by the Statutory Auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with Rules made there-under other than those which are reportable to the Central Government.

22. COST AUDIT :

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

23. CORPORATE SOCIAL RESPONSIBILITY :

The provisions of Corporate Social Responsibility are not applicable to the Company under the provisions of the Companies Act, 2013

24. PUBLIC DEPOSITS :

The Company has not accepted any deposit from the Public during the year under review, under the provisions of the Companies Act, 2013 and the rules framed thereunder.

25. VIGIL MECHANISM :

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations), the Company has vigilance Mechanism comprising of Executive and Non Executive Promoter Directors.

26. CORPORATE GOVERNANCE REPORT :

Your company has taken adequate steps to adhere to all the stipulations laid down in the Listing Regulations. Report on Corporate Governance is enclosed as **Annexure "I"** to this Report. Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations) is enclosed to this report.

27. MANAGEMENT DISCUSSIONS ANALYSIS :

The management discussion and analysis on the operation of the Company as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations) is enclosed as **Annexure "II"** to this report.

28. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to section 134 of the Act, the Directors, based on the representation received from the Directory hereby confirm that:-

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) They have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) They have taken proper and sufficient care, to the best of their knowledge and ability, 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 regulations.
- d) They have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO :
a. Conversation of Energy :

(i) The steps taken or impact on conservation of energy	The Company does not belong to the category of power intensive industries and hence consumption of power is not significant. However the management is aware of importance of conservation of energy and also reviews from time to time the measures taken/to be taken for reduction of consumption of energy. Your company continues its efforts to conserve energy wherever practicable by economizing on the use of power through better utilization of equipment and proper production planning.
(ii) The steps taken by the company for utilizing alternate sources of energy	NIL
(iii) The capital investment on energy conservation equipment's	NIL

b. Technology Absorption :	
(i) The efforts made towards technology absorption	Company is not based on any technology, hence technological absorption don't arise.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Company has not imported Foreign Technology.
(a) The details of technology imported	NIL
(b) The year of import	NIL
(c) whether the technology been fully absorbed	NIL
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv) The expenditure incurred on research and development	NIL

c. Foreign exchange earnings and outgo : (Rs. in Lakhs)

Particulars	Current Year	Previous Year
a) Foreign exchange earnings on Exports	0.00	1214.86
b) Foreign exchange used on account of value of imports		
i) Raw Materials & Stores	1096.83	1384.58
ii) Capital Goods	0.00	53.80
iii) Foreign Travel	21.70	17.32

30. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATIONS :

No significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

31. RATIOS OF REMUNERATION TO EACH DIRECTOR :

Details / Disclosures of Ratio of Remuneration to each Director to the median employee's remuneration to this Annual Report –

(Rs. in Lakhs)

Name	Designation	Remuneration Paid		Increase in Remuneration from previous year	Ratio/Times per Median of Emp. Remuneration
		2025-26	2024-25		
Sri C.Bhagavantha Rao	Executive Chairman	24.00	24.00	Nil	22.19 times
Smt C.Neelima	Managing Director	18.00	18.00	Nil	15.10 times

32. QUALITY SYSTEM :

Your company's certificate for quality systems under ISO 9001:2015 from APTS Quality Certification, Hyderabad and Environmental Management System ISO 14001:2015 for ODC Standards Certification, Hyderabad continues to be valid.

33. DISCLOSURE AS PER LODR REGULATIONS :**Cash Flow Statement :**

The cash flow statement in accordance with Accounting Standard and Cash Flow Statement (AS3) issued by ICAI is appended to this Annual Report.

Listing Fee :

The company's shares are listed on Bombay Stock Exchange Limited, Floor 25, P.J. Towers, Dalal Street, Mumbai – 400001. The annual listing fee to BSE Limited for the year 2025-2026 has been paid.

34. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company.

35. SECRETARIAL STANDARDS:

Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India.

36. PARTICULARS OF EMPLOYEES :

The particulars of the Employees who are covered by the Provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- | | |
|----------------------------------|-------|
| a) Employed throughout the year | -Nil- |
| b) Employed for part of the year | -Nil- |

Employees

Your Directors place on record their appreciation for the commitment, dedication and valuable contribution made by the employees at all levels during the year under review. The industrial relations throughout the year remained cordial and harmonious.

As on **31st March, 2026**, the Company had **75** employees on its rolls.

35. ACKNOWLEDGEMENTS :

Your Directors wish to express their grateful appreciation for the assistance and cooperation received from State Bank of India, Customers and Suppliers. Cordial relations prevailed during the year with all the employees. Your Directors wish to place on record their deep sense of appreciation of the valuable work done and cooperation extended by them at all levels.

Yours directors also wish to express their gratitude to investors for the continued faith reposed by them in the company.

For INCAP LIMITED

VIJAYAWADA,
30th May, 2026

C. NEELIMA
MANAGING DIRECTOR
DIN : 02737481

Independent Auditor's Report

To

The Members of INCAP Limited

Report on the Audit of the Financial Statement Opinion

1. We have audited the accompanying financial statements of M/s. Incap Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies 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 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 accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2026, and its profit (financial performance 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 there are no key audit matters to be communicated in our report.

Information other than the Financial Statements and Auditor's Report thereon

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

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

8. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are

required to report that fact. We have nothing to report in this regard.

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

9. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. 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.

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

11. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

a. Identify and assess the risks of material misstatement of the 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.

b. 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 explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

f. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the financial statements.

14. 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.

15. 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.

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

Report on Other Legal and Regulatory Requirements

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

18. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the financial statements dealt with by this report are in agreement with the books of account;
- d. in our opinion, the aforesaid financial statements comply with 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. We have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report as per **Annexure - B** expressed an unmodified opinion;
- g. The company has paid remuneration to its directors during the year in accordance with provisions of section 197 of the Act.
- h. with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. Since, there are no pending litigations, the Company does not have any impact in its financial position and hence not disclosed the impact of pending litigations on its financial position in the financial statements;
- ii. the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There has been no delay in transferring amounts 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, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Board of Directors of Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

for **UMAMAHESWARA RAO & CO.,**
Chartered Accountants
Firm Regn. No.004453S

(CA. HSY SARMA)
Partner

ICAI Membership No.234083
UDIN : 26234083AMBOAF3079

GUNTUR,
16th June, 2026

**Annexure A to the Independent Auditor's Report of even date to the
members of Incap Limited, on the financial statements for the year
ended 31st March, 2026**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other 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.

(B) The Company has maintained proper records showing full particulars, Intangible Assets.

(b) The Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (which are included under the Note 2A - 'Property, plant and equipment') are held in the name of the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year. No material discrepancies were noticed on the aforesaid verification.
- (b) According to the information and explanation given to us and the records produced to us for our verification, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets and the quarterly returns filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) The company has granted unsecured loans to companies covered in the register maintained under section 189 of the Act; and with respect to the same:
 - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest;
 - (b) the schedule of repayment of principal and payment of interest has been stipulated and the

repayment/receipts of the principal amount and the interest are regular;

(c) there is no overdue amount in respect of loans granted to such companies.

- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Goods And Services Tax, Service Tax, Duty Of Customs, Duty Of Excise, Value Added Tax, Cess And Other Material Statutory Dues, as applicable, with the appropriate authorities. 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) The dues outstanding in respect of Income-Tax, Sales-Tax, Goods And Services Tax, Service Tax, Duty Of Customs, Duty Of Excise, Value Added Tax, Cess And Other Material Statutory Dues on account of any dispute, are as follows:

S.No.	Name to the stature	Period	Amount in (Rs.)	Remarks
1.	Goods & Service Tax	01.07.17 to 31.03.18	GST - Rs. 75,960/- Int. - Rs.1,07,921/- Pen. - Rs. 75,960/-	Pending at Appellate Authority
2.	Goods & Service Tax	01.04.18 to 31.03.19	GST - Rs.1,09,503/- Pen. - Rs.1,09,503/-	
3.	Goods & Service Tax	01.04.19 to 31.03.20	GST - Rs.3,53,533/- Pen. - Rs.3,53,533/-	
4.	Goods & Service Tax	01.04.20 to 31.03.21	GST - Rs. 17,723/- Int. - Rs.8,51,508/- Pen. - Rs. 17,723/-	
5.	Goods & Service Tax	01.04.21 to 31.03.22	GST - Rs. 22,995/- Pen. - Rs. 22,995/-	
6.	Goods & Service Tax	01.04.22 to 31.03.23	GST - Rs.2,03,971/- Pen. - Rs.2,03,971/-	

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or any dues to debenture-holders during the year. The Company did not have any

outstanding loans or borrowings from government during the year.

- (b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) During the year, the company has not obtained any term loans and hence clause 3 (ix) (c) of the Order is not applicable.
- d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the standalone 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.
- f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xi) (a) In our opinion and based on our examination and enquiries with the management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv)(a) In our opinion the Company's internal audit system is not commensurate with the size and nature of its operations, as the coverage during the year did not include procurement, inventory

management, and IT general controls.

(b) Since the company is not having adequate internal audit system clause xiv(b) is not applicable.

(xv) In our opinion, the Company has not entered into any noncash transactions with the directors or persons connected with them covered under Section 192 of the Act.

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

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

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditor of the Company during the year, however, there is change in statutory auditor due to ration of auditors and there are no issues, objections or concerts raised by the outgoing auditor.

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

(xx) In our opinion, the provisions of Section 135 of the Act are not applicable to the Company and hence reporting under clause **(xx) (a)** and (b) of the Order are not applicable.

(xxi) According to the information and explanations given to us and procedures performed by us, there are no subsidiary entities the company and hence reporting under clause **3(xxi)** of the Order is not applicable.

for **UMAMAHESWARA RAO & CO.,**
Chartered Accountants
Firm Regn. No.004453S

(CA. HSY SARMA)
Partner

ICAI Membership No.234083
UDIN : 26234083AMBOAF3079

GUNTUR,
16th June, 2026

**Annexure B to the Independent Auditor's Report of even date to the
members of Incap Limited, on the financial statements for the year ended
31 March 2026**

Independent Auditor's report on the Internal Financial Controls 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 financial statements of Incap Limited (the "Company") as at and for the year ended 31 March 2026, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR 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 IFCoFR 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 IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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 IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR 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 IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and

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

Inherent limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI

GUNTUR,
16th June, 2026

for **UMAMAHESWARA RAO & CO.,**
Chartered Accountants
Firm Regn. No.004453S

(CA. HSY SARMA)
Partner
ICAI Membership No.234083
UDIN : 26234083AMBOAF3079

INCAP LIMITED
BALANCE SHEET AS AT 31st MARCH, 2026

(Amount in 000's.)

	Particulars	Note No	31st March, 2026	31st March, 2025
	ASSETS			
1.	Non Current Assets			
	(a) Property, Plant and Machinery	2	68,424.04	73,308.42
	(b) Financial Assets			
	(i) Investments	3	25,709.12	25,709.12
	(ii) Loans	4	171.00	153.50
	(c) Other Non Current Assets	5	984.86	1,101.24
2.	Current Assets			
	(a) Inventories	6	61,668.82	22,903.07
	(b) Financial Assets			
	(i) Trade Receivables	7	74,375.26	1,42,003.10
	(ii) Cash and Cash equivalents	8	27,386.78	30,611.11
	(c) Current Tax Assets (Net)	9	126.55	(2,628.58)
	(d) Other Current Assets	10	17,473.23	6,276.44
	TOTAL ASSETS		2,76,319.66	2,99,437.42
	Equity			
	(a) Equity Share Capital	11	51,332.00	51,332.00
	(b) Other Equity	12	1,09,213.76	1,11,119.47
	TOTAL EQUITY		1,60,545.76	1,62,451.47
	LIABILITIES			
1.	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	13	3,139.44	7,596.10
	(b) Deferred Tax Liabilities (Net)	14	2,824.26	2,491.36
	Total Non Current Liabilities		5,963.70	10,087.46
2.	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	15	5,042.76	46,348.24
	(ii) Trade payables	16	56,965.78	63,792.93
	(b) Other Current Liabilities	17	40,829.50	10,112.61
	(c) Provisions	18	6,972.16	6,644.71
	Total Current Liabilities		1,09,810.20	1,26,898.49
	TOTAL EQUITY AND LIABILITIES		2,76,319.66	2,99,437.42

Summary of Significant Accounting Policies

1

For UMAMAHESWARA RAO & CO.,

Chartered Accountants
Firm Regn. No.004453S

For and on behalf of the Board

C.BHAGAVANTHA RAO
DIRECTOR, CFO
(DIN : 00218713)

C.NEELIMA
MANAGING DIRECTOR
(DIN : 02737481)

(CA. HSY SARMA)
Partner
VIJAYAWADA
30th May, 2026 ICAI Membership No.234083

A.RAMESH
COMPANY SECRETARY, (M.NO.A42943)

INCAP LIMITED
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2026
(Amount in 000's)

	Particulars	Note No.	31st March, 2026	31st March, 2025
I	Sales			
	Revenue from operations	19	3,16,673.45	3,35,791.63
II	Other Income	20	1,366.62	1,918.99
III	Total Income (I + II)		3,18,040.07	3,37,710.62
IV	Expenses			
	Cost Materials consumed	21	2,34,732.45	1,52,452.51
	Purchase of Stock-in-Trade		19,849.75	1,13,299.41
	Changes in inventories of finished goods, Stock-in-trade and Work-in-Progress	22	1,840.56	3,323.31
	Employee Benefit Expenses	23	23,666.75	24,834.94
	Finance Costs	24	3,342.63	4,567.57
	Depreciation and Amortizational Expenses	25	5,032.39	3,822.00
	Other Expenses	26	24,460.07	24,956.72
	Total Expenses (IV)		3,12,924.60	3,27,256.46
V	Profit/(Loss) before exceptional items and Tax (III - IV)		5,115.47	10,454.16
VI	Exceptional Items		--	--
VII	Profit/(Loss) before tax (V - VI)		5,115.47	10,454.16
VIII	Tax Expenses			
	(1) Current Tax	27	1,411.19	2,808.52
	(2) Deferred Tax		332.89	(349.33)
IX	Profit/(Loss) for the period from continuing operations (VII - VIII)		3,371.39	7,994.97
X	Profit/(Loss) for the discontinued operations		--	--
XI	Tax Expenses of discontinued operations		--	--
XII	Profit/(Loss) for the discontinued operations after tax (X - XI)		--	--
XIII	Profit/(Loss) for the period (IX - XII)		3,371.39	7,994.97
XIV	Other Comprehensive Income		143.90	(1,115.67)
XV	Earnings per equity share (for continuing operations)			
	(1) Basic		Rs.0.66	Rs.1.56
	(2) Diluted		Rs.0.66	Rs.1.56

Summary of Significant Accounting Policies
For UMAMAHESWARA RAO & CO.,
Chartered Accountants
Firm Regn. No.004453S

1

For and on behalf of the Board

C.BHAGAVANTHA RAO
DIRECTOR, CFO
(DIN : 00218713)

C.NEELIMA
MANAGING DIRECTOR
(DIN : 02737481)

(CA. HSY SARMA)
Partner
VIJAYAWADA
30th May, 2026 ICAI Membership No.234083

A.RAMESH
COMPANY SECRETARY, (M.NO.A42943)

INCAP LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

(Amount in 000's)

Particulars	For the year ending	
	31st March, 2026	31st March, 2025
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit After tax and extraordinary items	3,227.49	6,879.30
Adjustments :-		
Tax Expenses	1,744.09	2,459.19
Depreciation and Amortisation	5,032.39	3,822.00
(Profit)/Loss on sale of Property, Plant & Equip.	(6.49)	--
Finance Costs	3,342.63	4,567.57
Interest Received	(48.47)	(82.39)
Unrealised foreign exchange (Gain)/loss	(1,192.48)	(1,506.79)
Operating Profit Before Working Capital Changes	12,099.17	16,138.88
Adjustments for working capital changes:		
Decrease/(Increase) in Inventories	(38,765.75)	5,775.08
Decrease/(Increase) in Trade Receivables	70,422.26	(40,142.97)
Decrease/(Increase) in Loans and Advances	(17.50)	29.50
Decrease/(Increase) in Other Non-Current Assets	116.38	(74.93)
Decrease/(Increase) in Other Current Assets	(11,196.79)	1,671.43
Decrease/(Increase) in Other Current Tax Assets	(2,755.14)	3,217.07
Decrease/(Increase) in Trade payables	(8,429.10)	(7,842.87)
Decrease/(Increase) in Provisions (Current)	327.45	2,624.62
Decrease/(Increase) in Current Liabilities	30,716.88	280.65
A ADJUSTMENTS IN WORKING CAPITAL	40,418.71	(34,462.42)
Cash Generated from Operations	52,517.88	(18,323.54)
Income Tax paid / provided	(1,411.19)	(2,808.52)
Net Cash from Operation Activities (A)	51,106.69	(21,132.06)
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed assets	(150.00)	(42,815.48)
Investment in Company	--	(3,568.20)
Sales of Fixed Assets	8.47	--
Interest Received	48.47	82.40
Net Cash used in Investing Activities (B)	(93.06)	(46,301.29)

Particulars	For the year ending	
	31st March, 2026	31st March, 2025
C CASH FLOW FROM FINANCING ACTIVITIES:		
Availment / (Repayment) of Borrowings	-45,762.13	26,427.49
Proposed Dividend	(5,133.20)	(5,133.20)
Tax on Dividend	--	--
Interest paid on Borrowings	3,342.63	(4,567.57)
Net Cash used in Financing Activities (C)	-54,237.96	16,726.72
D NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	3,224.33	(50,706.63)
Cash and Cash Equivalents at the beginning of the period	30,611.11	81,317.74
Cash and Cash Equivalents at the end of the period	27,386.78	30,611.11
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	3,224.33	(50,706.63)
Cash on hand	15.08	21.71
Balances held with banks	27,371.70	30,589.40
Cash and cash equivalents as restated	27,386.78	30,611.11

This is the Cash flow statement referred to in our report of even date.

For UMAMAHESWARA RAO & CO.,
Chartered Accountants
Firm Regn. No.004453S

(CA. HSY SARMA)
Partner
ICAI Membership No.234083

For and on behalf of the Board

C.BHAGAVANTHA RAO
DIRECTOR, CFO
(DIN : 00218713)

C.NEELIMA
MANAGING DIRECTOR
(DIN : 02737481)

A.RAMESH
COMPANY SECRETARY, (M.NO.A42943)

VIJAYAWADA
30th May, 2026

Statement of Changes in Equity for year ended 31st March, 2026
A. Equity Share Capital

Particulars	No. of Shares	Amount (Rs.)
Balance as at 1st April, 2025	6000000	60,000,000
Changes in equity Share Capital during 2025-2026		
Balance as at 31st March, 2026	6000000	60,000,000

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Capital Reserve	Share Premium	Other Reserves (General Reserve)	Retained Earnings	Equity Instruments through Other Comprehensive Income	Acturial Gains / Losses reserve	
Balance at the end of the reporting period 31.03.2025	3382.00	2240.00	15431.04	92880.69			113933.76
Profit for the period				3371.39			3371.39
Other Comprehensive Income				-			-
Total Comprehensive for the year				-			-
Transfer from/to General Reserve				-			-
Final Dividends				(5133.20)			(5133.20)
Dividend Distribution tax				-		-	-
Balance at the end of reporting period 31.03.2026	3382.00	2240.00	15431.04	91118.88			112171.92

Financial Instruments
a) Management of market risk

i) Commercial risk, ii) Fair Value, iii) Interest rate risk, iv) Foreign exchange risk

The above risks may affect income and expenses, or the value of its financial instruments of the company. The objective of the Management of the company for market risk is to maintain this risk within acceptable parameters, while optimising returns. The company exposure to, and the Management of, these risks is explained below:

Commerical risk

(Amount in 000's.)

Sale price risk	Particulars Impact on profit			
	2025-2026		2024-2025	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
Product Name				
Capacitors	7491.25	-7491.25	8829.92	-8829.92
Traded Goods	8342.42	-8342.42	1885.37	-1885.37
Other operationg Income	--	--	--	--
Export Sales	--	--	6074.29	-6074.29

Raw Material price risk

Particulars	Impact on profit			
	2025-2026		2024-2025	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
Product Name				
Semi Finished Capacitors	3177.06	-3177.06	5012.03	-5012.03
Anode Foil	549.79	-549.79	660.29	-660.29
Cathode Foil	79.44	-79.44	102.52	-102.52
Tissue Paper	61.70	-61.70	106.87	-106.87
Others	580.97	-580.97	1740.93	-1740.93
Toor	7287.66	-7287.66	--	--

Foreign exchange risk

* Foreign exchange risks arises from future commercial import transactions and recognised financial liabilities denominated in currency that is not the functional currency (INR) of the company.

* The company has exposure arising out of import transactions other than functional risks.

* Tabular form showing foreign exchange risk exposure item wise (if any).

* The company has exposure arising out of export and import transactions other than functional risks.

Sensitivity analysis

Particulars	Impact in Profit and loss statement			
	2025-2026		2024-2025	
Liabilities	Increase by Rs.1	Decrease by Rs.1	Increase by Rs.1	Decrease by Rs.1
USD sensitivity				
USD sensitivity	559.17	-559.17	652.22	652.22
Total	559.17	-559.17	652.22	652.22

1. Company overview and significant accounting policies**1.1. Company overview**

The INCAP Limited ("the company") a public limited company incorporated and domiciled in India and has its registered office at Vijayawada. The securities of the company were listed in Bombay Stock Exchange Limited.

The Company is engaged in the business of manufacture and sale of aluminium electrolytic capacitors. The financial statements for the year ended March 31, 2026 were approved by the Board of Directors and authorize for issue on 30th May, 2026.

1.2. Basis for preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India (SEBI).

Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006, Companies (Accounting Standards) Amendment Rules, 2016 and the relevant provisions of Companies Act, 2013. The date of transition to Ind AS is April 1, 2016. The company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 'First time adoption of Indian Accounting Standards'. The transition was carried out from Indian Accounting principles generally accepted in India, as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized.

The financial statement has been prepared on the historical cost convention under accrual basis of accounting. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

I. USE OF ESTIMATES

The preparation of financial statements in conformity with the IND AS requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

in the current and future period. The application of Accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below.

- * Defined benefit obligation.
- * Estimation of useful life of Property, Plant and Equipment.
- * Estimation and evaluation of provisions and contingencies relating to tax litigations.

II. REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable and net of returns, trade allowances rebates and amounts collected on behalf of third parties. It excludes Value Added Tax, Sales Tax, Service tax and Goods and Services Tax (GST).

- a) Sales and service earnings are inclusive of freight, insurance etc. recovered thereon.
- b) Other Income: Revenue in respect of other income are recognised when there is a reasonable certainty as to its realisation.

III. BORROWING COST

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of that asset. Qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

All other borrowing costs are charged to revenue in the period in which they are incurred.

IV. EMPLOYEE BENEFITS

Employee benefits include provident fund, employee state insurance scheme, and gratuity fund.

a) Defined Contribution Plans:

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

b) Defined Benefit Plans:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

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

- * Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- * Net interest expense or income and
- * Re-measurement.

c) Provident fund and Employees' state insurance scheme:

Eligible employees of the INCAP Limited receive benefits from a provident fund and employees' state insurance scheme which is a defined benefit plan. Both the eligible employee and the company make monthly contributions to the provident fund and employees' state insurance equal to a specified percentage of the covered employee's salary.

V. PROPERTY, PLANT AND EQUIPMENT

TANGIBLE FIXED ASSETS

- a) Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and borrowings costs attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use and initial estimate of cost of decommissioning, dismantling and removing the item & restoring the site on which it is located. Freehold land is not depreciated.
- b) Construction Period Expenses on Projects: All identifiable revenue expenses including interest on term loans incurred in respect of various projects/ expansions are allocated to capital cost of respective assets/ capital work in progress.
- c) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.
- d) Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives.
- e) The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.
- f) Fixed assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately under "Other Current Assets".
- g) Tangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition / construction of fixed assets outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other Non-Current Assets".

DEPRECIATION

Depreciation is provided in accordance with the useful life as prescribed under Part C of Schedule II to the Companies Act, 2013 as follows:-

Buildings - 60 years; Computer Software - 3 Years; Data Processing Equipment - 3 Years; Electrical Installation - 15 Years; Furniture and Fixtures - 10 Years; Lab Equipment - 15 Years; Office Equipment - 15 Years; Plant and Machinery - 25 Years; Roads and Culverts - 10 Years; Vehicles - 8 Years.

In respect of all the assets, the company is following straight line method of depreciation.

VI. IMPAIRMENT

- a. Non-financial assets i.e. Property, plant & equipment:

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the

asset's carrying amount exceeds its recoverable amount in the statement of Profit and loss. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. An impairment loss is reversed in the Statement of Profit and loss if there has been a change in the estimates used to determine the recoverable amount. Non-Financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of the each reporting period.

VII. FINANCIAL INSTRUMENTS**a. Initial Recognition:**

The company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instruments. All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are directly measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

b. Subsequent Recognition:*Financial assets carried at amortized cost*

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial asset and contractual terms of the financial asset give rise on specified dates to cash flows that solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

Financial liabilities:

Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognised in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables measuring within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial assets and liabilities:**Financial assets:**

A financial asset shall be derecognised when, and only when

- * the contractual rights to the cash flows from the financial asset expire, or
- * it transfer the financial asset and the transfer qualifies for de-recognition.

On de-recognition of a financial asset in it's entirely, the difference between the carrying amount and the consideration received shall be recognised in profit or loss.

Financial Liabilities:

A financial liability shall be derecognised when, and only when, obligation specified in the contract is discharged or cancelled or expires. The difference between the carrying amount of a financial liability extinguished or transferred and consideration paid should be recognised in profit or loss.

VIII. INVENTORIES

Inventories are valued at the lower of cost and estimated net realisable value (net of allowances) after providing for obsolescence and other losses, where considered necessary. The cost comprises cost of purchase, cost of conversion and other costs including appropriate production overheads in the case of finished goods and work-in-progress, incurred in bringing such inventories to their present location and condition. Trade discounts or rebates are deducted in determining the costs of purchase. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost (net of taxes subsequently recoverable from tax authorities) of raw materials, stores & spares and traded goods is determined on first in first out method.

IX. CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. In respect of other assets, it is treated as current when it is: expected to be realized or intended to be sold or consumed in the normal operating cycle held primarily for the purpose of trading and expected to be realized within twelve months after the reporting period.

- a) All other assets are classified as non-current.
- b) A liability is treated as current when:
 - * it is expected to be settled in the normal operating cycle it is held primarily for the purpose of trading
 - * it is due to be settled within twelve months after the reporting period, or
 - * there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- c) All other liabilities are classified as non-current.
- d) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

X. CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions/banks, 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.

XI. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

XII. FOREIGN EXCHANGE TRANSACTIONS

Functional Currency of the company is Indian Rupee. These financial statements are presented in Indian Rupees.

Transactions and translations:

Transactions in foreign currency are initially accounted at the exchange rate prevailing on the date of the transaction and adjusted appropriately with the difference in the rate of exchange arising on actual receipt/ payment during the year in determining net profit for the period.

- h Foreign currency denominated monetary assets/ liabilities- are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the statement of profit and loss.
- h Foreign currency denominated non-monetary assets/ non-liabilities are translated at the exchange rate prevalent at the date of the transaction.
- h Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

XIII. TAXES ON INCOME

Tax expense comprises of current and deferred taxes. The income tax expense (income) for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

- a) The current income tax is the amount of income taxes payable in respect of the taxable profit (tax loss) for a period. 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
- b) Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit or loss. Deferred income 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 recognized 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.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

XIV. EARNING PER SHARE

The company's Basic EPS is calculated by dividing profit or loss from continuing operations attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the period as per IND AS-33, Earnings per Share.

The diluted EPS of an entity is calculated on the same basis as basic EPS, after adjusting for the effects of dilutive potential ordinary shares unless the effect of the potential dilutive equity shares is anti-dilutive.

XV. PROVISIONS/ CONTINGENT LIABILITIES AND ASSETS**Provision:**

A provision is recorded 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 required to settle the obligation and the amount can be reasonably estimated. The estimated liability for product warranties is recorded when products are sold based on technical evaluation.

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 period. Provisions are discounted when time value of money is material. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expenses.

Contingent liabilities:

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

Contingent assets:

Wherever there is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed when the inflow of economic benefit is probable.

XVIII) SEGMENT REPORTING:

The Company is primarily engaged in the business of manufacturing aluminium electrolytic capacitors. Since, the nature of the activities is governed by the same nature of risks, these are grouped as single segment.

Note to Financial Statements for the year ended March, 31, 2026
 Note : 2 (a) Property, Plant and Equipment

(Amount in 000's)

Particulars	Land	Roads & Clverts	Buildings	Plant & Mach	Electrical Instal.	Lab Equip.	Office Equip.	Furniture & Ext.	Vehicles	Data Proc.	Total
A. Gross Carrying Amount (At Cost)											
As at April 01, 2024	1262	1397	23174	96585	8383	2020	1602	6074	17315	3255	161067
Additions	23764	-	-	5380	224	-	-	-	13416	32	42815
Deletions	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025	25026	1397	23174	101965	8607	2020	1602	6074	30731	3287	203882
Additions	-	-	-	-	43	-	-	-	-	107	150
Deletions	-	-	-	3976	-	-	-	-	-	-	3976
As at March 31, 2026	25026	1397	23174	97989	8650	2020	1602	6074	30731	3394	200056
B. Accumulated Depreciation											
As at April 01, 2024	-	1324	11024	82067	6976	1881	1012	5272	13977	3220	126752
For the year ended	-	73	279	738	241	34	97	482	1850	28	3822
Deletions	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025	-	1397	11303	82805	7217	1915	1109	5754	15827	3248	130574
For the year ended	-	-	279	954	215	20	82	220	3214	49	5032
Deletions	-	-	-	3974	-	-	-	-	-	-	3974
As at March 31, 2026	-	1397	11582	79785	7432	1935	1191	5973	19042	3297	131632
C. Net Carrying amount (A-B)											
As at March 31, 2026	25026	-	11592	18204	1218	85	411	101	11690	97	68424
As at March 31, 2025	25026	-	11871	19160	1389	105	493	320	14904	39	73308

Note : 2 (b) Intangible Assets

(Amount in 000's)

Particulars	Goodwill	Software
A. Gross Carrying Amount (At Cost)		
As at April 01, 2024	9,996	2,000
Additions	-	-
Deletions	-	-
As at March 31, 2025	9,996	2,000
Additions	-	-
Deletions	-	-
As at March 31, 2026	9,996	2,000
B. Accumulated Depreciation		
As at April 01, 2024	9,996	2,000
For the year ended	-	-
Deletions	-	-
As at March 31, 2025	9,996	2,000
For the year ended	-	-
Deletions	-	-
As at March 31, 2026	9,996	2,000
C. Net Carrying amount (A-B)		
As at March 31, 2026	-	-
As at March 31, 2025	-	-

Note : 3 Financial Assets - Investments

Particulars	31st March, 2026	31st March, 2025
Investments		
(Investment in M/s. Liquinox Gases Pvt. Ltd. of 20,00,000 Equity shares of Rs.10/- each)	20,000.00	20,000.00
(Investment in M/s. VSF Projects Ltd. of 47,576 Equity shares of Rs.45/- each 21,40,920 of 71,364 Equity shares of Rs.50/- each 35,68,200)	5,709.12	5,709.12
	25,709.12	25,709.12

Note : 4 Financial Assets - Loans

Particulars	31st March, 2026	31st March, 2025
Loans	171.00	153.50
	171.00	153.50

Note : 5 Other Non Current Assets

Particulars	31st March, 2026	31st March, 2025
IDBI Bank Dividen Accounts	965.84	1,051.76
Stores and Spares	19.02	49.48
	984.86	1,101.24

Note : 6 Inventories

(Amount in 000's)

Particulars	31st March, 2026	31st March, 2025
Raw Materials	50,455.54	9,849.23
Finished Goods	9,707.03	11,530.42
Work in Progress	1,506.25	1,523.42
	61,668.82	22,903.07

Note : 7 Trade Receivables

Particulars	31st March, 2026	31st March, 2025
Sundry Debtors	74,375.26	1,42,003.10
	74,375.26	1,42,003.10

Particulars	< 6 Months	< 6 Months 1Years	1- 2 Years	2 - 3 Years	More than 3 years	Total
Fy 2025-2026						
i) Undisputed						
Considered Good	29,757.71	210.93	16.99	15,423.79	28,965.84	74,375.26
Considered doubtful						
ii) Disputed						
Considered Good						
Considered doubtful						
Total	29,757.71	210.93	16.99	15,423.79	28,965.84	74,375.26
Fy 2024-2025						
i) Undisputed						
Considered Good	66,137.75	31,420.64	15,462.39	20,820.28	8,162.04	1,42,003.10
Considered doubtful						
ii) Disputed						
Considered Good						
Considered doubtful						
Total	66,137.75	31,420.64	15,462.39	20,820.28	8,162.04	1,42,003.10

Note : 8 Cash and Cash equivalents

Particulars	31st March, 2026	31st March, 2025
Cash on Hand	15.08	21.70
Other Deposits	775.70	775.70
Bank OD (Debit Balance)	26,529.13	29,788.57
Bank Balances	66.87	25.13
	27,386.78	30,611.11

Note : 9 Current Tax Assets (Net)

(Amount in 000's)

Particulars	31st March, 2026	31st March, 2025
TDS Receivable / Advance Tax	1537.74	179.94
Less : Provision for Tax	(1,411.19)	(2,808.52)
	126.55	(2,628.58)

Note : 10 Other Current Assets

Particulars	31st March, 2026	31st March, 2025
Advances - Receivables	1,259.09	16.25
Advances - (Suppliers)	14,999.51	5,226.92
Others	1,214.63	1,033.27
	17,473.23	6,276.44

Note : 11 Equity Share Capital

Particulars	31st March, 2026	31st March, 2025
Authorised Capital 60,00,000 Equity Shares of Rs.10/- Each	60,000.00	60,000.00
Issued Capital 60,00,000 Equity Shares of Rs.10/- Each	60,000.00	60,000.00
Subscribed Capital 56,49,600 Equity Shares of Rs.10/- Each	56,496.00	56,496.00
Paid up Capital 51,33,200 Equity Shares of Rs.10/- Each	51,332.00	51,332.00
	51,332.00	51,332.00

Details of Shareholders holding more than 5% share in the company

Name of the Shareholder	%	Shares	%	Shares
Sri C.Bhagavantha Rao	21.75	1116626	21.75	1116626
Smt C.Neelima	24.15	1239523	24.15	1239523
Smt P.Himabindu	12.63	648399	12.63	648399
Sri G.Ramesh	08.77	450000	08.77	450000
Smt C.Lalitha Kumari	07.19	369045	07.19	369045

Details of changes in promoters shareholding

Particulars	2025-2026			2024-2025		
	No. of Shares	% of Shares	% change during the year	No. of Shares	% of Shares	% change during the year
Sri C.Bhagavantha Rao	1116626	21.75%	0.00%	1116626	21.75%	0.00%
Smt. C.Neelima	1239523	24.15%	0.00%	1239523	24.15%	0.00%
Smt. P.Himabindu	648399	12.63%	0.00%	648399	12.63%	0.00%
Smt. C.Lalitha Kumari	369045	7.19%	0.00%	369045	7.19%	0.00%
Sri P.Ram Rao	60933	1.19%	0.00%	60933	1.19%	0.00%

Note : 12 Other Equity

(Amount in 000's)

Particulars	31st March, 2026	31st March, 2025
Capital Reserve	3,382.00	3,382.00
Acturial Gain / Loss reserve	(2,958.16)	(2,814.27)
General Reserve	15,431.04	15,431.04
Share Premium	2,240.00	2,240.00
<i>Surplus in Profit & Loss Account</i>		
Balance brought forward from previous year	92,880.69	90,018.93
Add : Profit for the period	3,371.39	7,994.97
	96,252.08	98,013.90
Less : Proposed Dividend	5,133.20	5,133.20
	91,118.88	92,880.70
	1,09,213.76	1,11,119.47

Note : 13 Non-current Liabilities Borrowings

Particulars	31st March, 2026	31st March, 2025
Vehicle Loan from Banks	3,139.44	6,130.71
GECL Loan	--	1,465.39
	3,139.44	7,596.10

Note : 14 Deferred Tax

Particulars	31st March, 2026	31st March, 2025
Fixed Assets : Difference between tax depreciation and depreciation / amortisation charged for the financial reporting	2,824.26	2,491.36
	2,824.26	2,491.36

Note : 15 Current Borrowings

Particulars	31st March, 2026	31st March, 2025
Loans Repayable on Demand	--	39,914.88
Current Maturities of Long term liabilities	5,042.76	6,433.36
	5,042.76	46,348.24

Note : 16 Trade Payables

Particulars	31st March, 2026	31st March, 2025
Sundry Creditors	56,965.78	63,792.93
	56,965.78	63,792.93

(Amount in 000's)

Particulars	Less than 6 months	< 6 Months 1Years	1- 2 Years	2 - 3 Years	More than 3 years	Total
Fy 2025-2026						
i) MSME						
ii) others	11652.54	-	45.15	45268.09	--	56965.78
iii) Disputed dues - MSME						
iv) Disputed dues - others						
Total	11652.54	-	45.15	45268.09	--	56965.78
Fy 2024-2025						
i) MSME						
ii) others	18479.70	-	45.15	860.32	44407.76	63792.93
iii) Disputed dues - MSME						
iv) Disputed dues - others						
Total	18479.70	-	45.15	860.32	44407.76	63792.93

Note : 17 Other Current Liabilities

Particulars	31st March, 2026	31st March, 2025
Liabilities for Expenses	10,018.26	10,013.85
Advances from Customers	19,311.24	98.76
Other Current Liabilities	11,500.00	--
	40,829.50	10,112.61

Note : 18 Provisions

Particulars	31st March, 2026	31st March, 2025
Provision for Gratuity	5,994.25	5,512.43
GST payable	977.91	1,132.28
	6,972.16	6,644.71

Note : 19 Revenue from operations

Particulars	31st March, 2026	31st March, 2025
Sale of Products	1,49,824.95	1,76,598.33
Traded Goods	1,66,848.50	1,59,193.30
Other operating Income	--	--
	3,16,673.45	3,35,791.63

Note : 20 Other Income

Particulars	31st March, 2026	31st March, 2025
Interest Income	48.47	82.40
Profit on sale of Assets	6.49	--
Scrap sales	18.45	4.91
Other Receipts	--	--
Export Incentive	100.74	324.88
Exchange variance	1,192.47	1,506.80
	1,366.62	1,918.99

Note : 21 Cost of material consumed

(Amount in 000's)

Particulars	31st March, 2026	31st March, 2025
Opening Stock	9,817.69	12,258.18
Add : Purchases	2,75,306.34	1,50,012.02
	2,85,124.03	1,62,270.20
Less : Closing Stock	50,391.58	9,817.69
	2,34,732.45	1,52,452.51

Details of Raw Material consumed

Particulars	31st March, 2026	31st March, 2025
Semi Finished Capacitors	63,541.30	1,00,240.54
Anode Foil	10,995.78	13,205.77
Cathode Foil	1,588.87	2,050.35
Tissue Paper	1,234.01	2,137.33
Others	1,57,372.49	34,818.52
	2,34,732.45	1,52,452.51

Note : 22 Change in Inventories

Particulars	31st March, 2026	31st March, 2025
Opening Stock		
Stock-in-Trade	--	6,174.54
Finished Goods	11,530.42	9,322.99
Work-in-progress	1,523.42	879.62
	13,053.84	16,377.15
Closing Stock		
Stock-in-Trade	--	--
Finished Goods	9,707.03	11,530.42
Work-in-progress	1,506.25	1,523.42
	11,213.28	13,053.84
	1,840.56	3,323.31

Note : 23 Employment Benefit Expenses

Particulars	31st March, 2026	31st March, 2025
Salaries	15,886.93	16,913.39
Bonus, PF & ESIC	2,129.28	2,097.80
Exgratia	354.53	572.42
Workmen & Staff Welfare Expenses	411.29	553.60
Directors Remuneration	4,884.72	4,697.73
	23,666.75	24,834.94

Note : 24 Financial Cost

(Amount in 000's)

Particulars	31st March, 2026	31st March, 2025
Interest Expenses	3,342.63	4,567.57
	3,342.63	4,567.57

Note : 25 Depreciation & Amortised Cost

Particulars	31st March, 2026	31st March, 2025
Depreciation	5,032.39	3,822.00
	5,032.39	3,822.00

Note : 26 Other Administrative Expenses

Particulars	31st March, 2026	31st March, 2025
Bank Charges	553.80	328.81
Insurance	1,720.53	1,490.47
Power and Fuel	3,029.02	3,307.35
Repairs and Maintenance	1,776.03	1,100.86
Freight Inward	46.43	62.46
Taxes & Licences	2,426.58	2,235.23
Rent	540.00	540.00
Telephone Charges	282.95	248.58
Auditors Fees	125.00	125.00
Directors Travelling Expenses	1063.56	485.45
Travelling Expenses	3,016.36	2,654.69
Donations	133.10	502.32
Vehicle Maintenance	1,237.45	2,197.01
Advertisement Charges	7.70	110.67
Business Promotion Expenses	143.71	206.66
Commission on Sales	120.00	120.00
Consumption of packing material	805.17	1,275.53
Freight outward	1,216.37	1,672.01
Other selling expenses	540.45	89.27
Contract work expenses	-	6.30
Other expenses	5,675.86	6,198.05
	24,460.07	24,956.72

Note : 27 Current Tax

Particulars	31st March, 2026	31st March, 2025
Current Tax	1,411.19	2,808.52
	1,411.19	2,808.52

Note: 28 - Disclosures as per Schedule III - General Instructions for preparation of Balance Sheet and Statement of Profit and Loss revised on 24.03.2021: -

A. Title deeds of Immovable Property not held in name of the Company:

The company does not hold any immovable property whose title deeds are not held in its name. The title deeds of all immovable properties are held in the name of the Company and no immovable property is jointly held with others.

B. Revaluation of Property, Plant and Equipment:

The Company has not revalued any of its 'Property, Plant and Equipment' either during the current year or in the previous year.

C. Loans or Advances - Additional Disclosures:

The company does not have any Loans or Advances in the nature of Loans granted to the promoters, directors, key managerial persons and the related parties, either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

D. Capital Work in Progress - (CWIP): - CWIP aging schedule

The Company does not have any Capital work in progress during the year 2025-26 and also during the previous year 2024-25.

CWIP	Amount in CWIP for a period of				Total
	< 1 Year	1-2 Years	2-3 Years	3 > Years	
Projects in progress	--	--	--	--	--
<i>Previous year</i>	--	--	--	--	-
Projects temporarily suspended	--	--	--	--	-
<i>Previous year</i>	--	--	--	--	-

There are no capital work in progress to the company during the current year. And the capital work in progress in the previous year was neither actively suspended nor the completion is overdue or has exceeded its cost compared to its original plan.

E. Intangible assets under development:

There are no intangible assets under development to the company during the current year or in the previous year.

F. Security of current assets against borrowings:

The company has not availed working capital loans from the bank against the first charge of the Stocks & Receivable and against the security of the immovables property of its related parties along with third party guarantees.

G. Details of Benami Property held:

The Company doesn't hold any Benami Properties and no proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

H. Wilful Defaulter:

The Company is not declared as a wilful defaulter by any bank or financial institution or other lender.

I. Relationship with struck off companies:

The Company has no transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

J. Registration of charges or satisfaction with Registrar of Companies:

There is no delay in registering charges or satisfaction of charges with Registrar of Companies beyond the statutory period and there are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

K. Compliance with number of layers of companies:

The Company doesn't have any subsidiary and hence compliance with Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 regarding number of layers doesn't arise.

L. Compliance with approved Scheme(s) of Arrangements:

The Company has neither applied for nor is in the process of applying for any Scheme of Arrangements by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.

M. Utilisation of Borrowed funds and share premium:

The company has neither advanced nor loaned nor invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

- (i) 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
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

N. Undisclosed Income

The company does not have any transaction that are not recorded in the books. The company has not surrendered or disclosed any income during the financial year 2025-26 and in previous year 2024-25 in tax assessments under the Income Tax Act, 1961 and there are no previously unrecorded income and the related assets during the year or in the previous year.

P. Corporate Social Responsibility:

The company is not covered under section 135 of Companies Act, 2013. Hence, the requirement laid down under section 135 of the Companies Act, 2013 for corporate social responsibility is not applicable to the company.

Q. Details of crypto currency or virtual currency:

The company has not traded or invested in crypto currency or virtual currency during the financial year.

Note No.29

(Amount in 000's)

a) Current Ratio - (Current Assets / Current Liabilities)

Particulars	31st March, 2026	31st March, 2025
Current Assets	1,81,030.65	1,99,165.15
Current Liabilities	1,09,810.20	1,26,898.49
Ratio	1.65	1.57
% change over previous Year	5.04%	-22.40%

b) Debt Equity Ratio - (Non-current Borrowings + Current Borrowings) / Total Equity

Particulars	31st March, 2026	31st March, 2025
Non-current Borrowings + Current Borrowing	8,182.21	53,944.34
Total Equity	1,60,545.76	1,62,451.47
Ratio	0.05	0.33
% change over previous Year	-84.65%	93.93%

c) Debt Service Coverage Ratio

(Profit after Tax + Finance Cost in P&L + Depreciation / Finance Cost (P&L + Capitalised)+Lease & Principal Repayment (Long Term)

Particulars	31st March, 2026	31st March, 2025
Profit after Tax + Finance Cost in P&L + Depreciation	11,746.41	16,384.55
Finance Cost (P&L + Capitalised)+Lease & Principal Repayment (Long Term)	3,342.63	4,567.57
Ratio	3.51	3.59
% change over previous Year	-2.04%	-49.24%

d) Return on Equity Ratio = ROE = (Net Earnings / Shareholders' Equity) x 100

Particulars	31st March, 2026	31st March, 2025
Net Earnings	3,371.39	7,994.97
Shareholder' Equity	1,60,545.76	1,62,451.47
Ratio	2.10	4.92
% change over previous Year	-57.33%	18.10%

e) Inventory turnover ratio - Cost of goods sold divided by Closing Inventory

Particulars	31st March, 2026	31st March, 2025
Cost of Goods Sold	2,56,422.76	2,69,075.22
Closing Inventory	61,604.86	22,871.53
Ratio	4.16	11.76
% change over previous Year	-64.62%	160.62%

f) Trade Receivables turnover ratio - Sales (net of discounts)/ Trade Receivables (Amount in 000's)

Particulars	31st March, 2026	31st March, 2025
Sales (net of discounts)	3,16,673.45	3,35,791.64
Trade Receivables	74,375.26	1,42,003.10
Ratio	4.26	2.36
% change over previous Year	80.06%	19.81%

g) Trade payables turnover ratio - (Cost of Raw Materials / Average Trade payables)

Particulars	31st March, 2026	31st March, 2025
Cost of Raw Materials Purchases	2,75,306.34	1,50,012.02
Trade payables	56,965.78	63,792.93
Ratio	4.83	2.35
% change over previous Year	105.52%	49.88%

h) Net Capital turnover ratio - Net annual sales / Working Capital

Particulars	31st March, 2026	31st March, 2025
Net annual sales	3,16,673.45	3,35,791.64
Working Capital (Current Assets - Current Liabilities) the working capital is calculated by subtracting a company's current liabilities from its current assets.	71,220.44	72,266.65
Ratio	4.45	4.65
% change over previous Year	-4.31%	162.82%

i) Net Profit ratio - (Net profit after tax / Net sales) x 100

Particulars	31st March, 2026	31st March, 2025
Net profit after tax	3,371.39	7,994.97
Net sales	3,16,673.45	3,35,791.64
Ratio	1.06	2.38
% change over previous Year	-55.29%	-31.15%

j) Return on Capital employed - EBIT divided by Capital employed (Total Assets - Total Liabilities)

Particulars	31st March, 2026	31st March, 2025
Earning before interest and taxes (EBIT)	8,458.10	15,021.74
Capital Employed	1,60,545.76	1,62,451.47
Ratio	5.27	9.25
% change over previous Year	-43.03%	35.83%

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 Personnel) Rules, 2014]

To,
The Members
INCAP LIMITED

Reg. Office: 1-58, Nidamanuru, Vijayawada

NTR Dist., Andhra Pradesh – 521104.

CIN: L32101AP1990PLC011311

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by INCAP Limited (hereafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing my opinion thereon.

The compliance of the provisions of all laws, regulations, and standards applicable to INCAP Limited "the Company" is the responsibility of the management of the company. My examination was limited to the verification of the records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

Maintenance of the Secretarial and other record of applicable laws is the responsibility of the management of the Company. My responsibility is to issue the Secretarial Audit Report based on the audit of the relevant records maintained and furnished to me by the Company along with explanations where so required.

I have followed the audit practices and process as are appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in the secretarial and other records produced to me. I believe that the process and practices I have followed provide a reasonable basis for my opinion for the purpose of issue of the secretarial audit report.

I have not verified the correctness and appropriateness of the financial records and books of accounts of the Company. Wherever required I have obtained the management representation about the compliance of the laws, rules and regulations and major events during the audit period.

The Secretarial Audit Report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on the verification of the Company's books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit and as per the explanations given and representations made by the management, I hereby report that in my opinion, the company has during the audit period covering the financial year ended 31st March, 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 here under.

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

- i. The Companies Act, 2013.
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under.
- iii. The Depositories Act, 1956 and Regulations and bye law frames there under.
- iv. Foreign exchange Management Act, 1999 and the rules and regulations there under to the extent of foreign direct investment, overseas Direct Investment , overseas direct investment and external commercial borrowings.
- v. The following regulations and guidelines prescribed under the securities exchange board of india (SEBI) Act, 1992.
 - a) The Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011.
 - b) The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.
 - c) The Securities Board of India (Issue of Capital and Disclosure Requirements) 2008 as amended from time to time.
- vi. Listing Agreement entered by the company with the BSE Limited.
- vii. Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2018.
- viii. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ix. Other laws specifically applicable to the company viz., 1) Labour Laws, 2) Factories Act, 3) PF, ESI Act.

During the period under the review the company has complied with the provisions of the Act, Rules, Regulations , Guidelines and Standard subject. I was informed that during the year under review that the company was not required to maintain any books, papers, minute books or other records or to file any forms /forms /returns according to he provisions of :-

- a) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999.
- b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies and dealing with the client.
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009.
- d) The Securities and Exchange Board of India (Buy Back of Securities) Regulations 1998.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors .

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

All decisions at Board meetings and committee meeting s are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committee of the Board as the case may be in accordance with the powers vested with the RP.

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

I further report that during the audit period the company has not entered /carried out any activity that has major bearing on the Company's affairs other than - NIL

For **AN SARMA & CO.,**
Practicing Company Secretaries,

HYDERABAD
18th May, 2026

(A.N. SARMA)
Partner
C.P. No.26617; M.No.4557
UDIN : F004557H000387313

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

To

The Members of INCAP LIMITED
1-58, Nidamanur, Vijayawada - 521104

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **INCAP LIMITED** having **CIN: L32101AP1990PLC011311** and having registered office at 1-58, Nidamanur, Vijayawada -521104, NTR District, Andhra Pradesh (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/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 me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	BHAGAVANTHA RAO CHALLAGULLA	00218713	21/05/1990
2.	NEELIMA CHALLAGULLA	02737481	25/07/2009
3.	RAMRAO PATURU	00137511	16/12/1991
4.	HIMABINDU PAMULAPATI	06605646	17/06/2013
5.	RAKESH CHALLAGULLA	07688165	29/01/2022

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 **AN SARMA & CO.,**
Practicing Company Secretaries,

(A.N. SARMA)
Partner

HYDERABAD
18th May, 2026

C.P. No.26617; M.No.4557
UDIN : F004557H000387313

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF INCAP LIMITED
FOR THE FINANCIAL YEAR FROM 1ST APRIL 2025 TO 31ST MARCH 2026**

I have examined:

- (a) All the documents and records made available to us and explanations provided by **Incap Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year from **1st April 2025 to 31st March 2026** ('Review Period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 — **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 — **Not Applicable as there was no reportable event during the financial year under review;**
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 — **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 — **Not Applicable as there was no reportable event during the financial year under review;**

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and circulars/ guidelines issued there under.

Based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has taken the actions to comply with the observations made in previous reports. **NOT APPLICABLE**
- (c) I hereby report that, during the review period the compliance status of the listed entity with the requirements is as mentioned in **Annexure — A** to the report.
- (d) I hereby confirm that, the listed entity has complied with the requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR read with the SEBI Circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated **31 December, 2025. NOT APPLICABLE.**

For **AN SARMA & CO.,**
Practicing Company Secretaries,

(A.N. SARMA)
Partner

HYDERABAD
18th May, 2026

C.P. No.26617; M.No.4557
UDIN : F004557G000419543

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF INCAP LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
ANNEXURE - A**

I hereby report that during the review period, the compliance status of the listed entity is as given hereunder:

S.No.	Regulation	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS*
1.	Secretarial Standards : The Compliance of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	None
2.	Adoption and timely updation of the Policies :		
	(a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	None
	(b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI.	YES	None
3.	Maintenance and disclosures on Website :		
	(a) The Listed entity is maintaining a functional websites	YES	None
	(b) Timely dissemination of the documents / information under a separate section on the website	YES	None
	(c) Web-links provided in annual corporate governance reports under regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website.	YES	None
4.	Disqualification of Director : None of the Director of the company are disqualified under Section 164 of Companies Act, 2013	YES	None
5.	Details related to subsidiaries of listed entities : (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material of as well as other subsidiaries	NIL	The Company did not have a subsidiary during the year under review
6.	Preservation of Documents : The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of preservation of documents and Archival policy prescribed under SEBI LODR Regulations.	YES	None
7.	Performance Evaluation : The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	None

S.No.	Regulation	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS*
8.	Related Party Transaction :		
	(a) The Listed entity has obtained prior approval of Audit committee for all Related party transactions.	YES	None
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee.		
9.	Disclosure of events or information :		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	YES	None
10.	Prohibition of insider Trading :		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of insider Trading) Regulations, 2015.	YES	None
11.	Actions taken by SEBI or Stock Exchange(s), if any :		
	No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by stock exchanges (including under the Standard Operating Procedures issued by SEBI Regulations and circulars/guidelines issued thereunder (or)	YES	None
	The actions taken against the listed entity/its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries :		
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	None
13.	Additional non-compliances if any :		
	No additional non-compliance observed for any of the SEBI regulation / circular / guidance note etc. except as reported above.	YES	None

ANNEXURE – I**CORPORATE GOVERNANCE REPORT****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Corporate Governance refers to the combination of voluntary practices and compliance's with law and regulators leading to effective control and management of the organization. The fundamental objective of INCAP's Corporate Governance is "enhancement of the long-term shareholder value at the same time protecting the interests of other shareholder". Corporate Governance brings into focus the fiduciary and trusteeship role of the Board to align and direct the action of the organization towards creating a wealth and shareholder value.

1. BOARD OF DIRECTORS :**i) Composition:**

The present strength of the Board Directors is 4 and is responsible for the Management of the Company's business. The functions, responsibility, role and accountability of the Board are well defined. The Board in addition to monitoring corporate performance also carries out functions such as approving the business plan, reviewing and approving the annual budgets and borrowing limits and ensures that your company keeps shareholders informed about plans, strategies and performance. The detail report of the company's performance is periodically, placed before the Board. The Board consists of 2 Executive Directors and 3 Non-Executive Directors whose details are as follows:

Name of the Director	Category	Attendance Particulars	
		Board Meeting	Last AGM
Sri C.Bhagavantha Rao	Non-Independent Executive	4	Yes
Sri P.Ram Rao	Non-Independent Non-Executive	4	Yes
Smt. C.Neelima	Non-Independent Executive	4	Yes
Smt. P.Himabindu	Non-Independent	4	Yes
Sri. Dr.C.Rakesh	Non-Executive Independent Non-Executive	4	Yes

ii) Board Meetings and Attendance at Board Meetings :

a) During 2025-2026, the Board of Directors met 4 times on the following dates:

The relevant details are as under:

S.No.	Date	Board Strength	No. of Directors Present
1	29 th May, 2025	5	5
2	02 nd August, 2025	5	5
3	01 st November, 2025	5	5
4	31 st January, 2026	5	5

The company places before the Board all those details as required under to the listing regulation. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The company has video conferencing facilities to enable director's participation at board meetings. Detailed agenda notes are sent to the directors. All the information required for decision

making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The chairman and the managing director appraise the Board on the overall performance of the company at every board meeting. Legal issues, write-offs, provisions, purchase and disposal of capital assets are all brought to the notice of the Board. The Board reviews performance, approves capital expenditures, sets the strategy the company should follow and ensures financial stability. The Board takes on record the actions taken by the company on all its decisions periodically.

The Board also takes on record the declaration made by the company secretary, chairman and managing director and the chief financial officer regarding compliances of all laws on a quarterly basis.

2. AUDIT COMMITTEE:

2.1 Brief description of terms and reference :

The terms of reference as per LODR Regulations are as follows:

- a) To review the results announcement and the report and accounts at the end of quarter, half year and the full year before submission of the Board, focusing particularly on.
 - i) Any changes in accounting policies and practices.
 - ii) Compliance with accepted accounting standards.
 - iii) Major judgmental decisions etc.
- b) To consider appointment of Statutory Auditors, the Audit Fee, and any matter of resignation and dismissal.
- c) To discuss with the Statutory Auditors, the Audit commences the nature and scope of the Audit.
- d) To review the effectiveness of the system of internal financial controls and discuss the same periodically with the statutory auditors.
- e) To discuss problems and reservations arising from the statutory audit and any matters the statutory auditor may wish to discuss.
- f) To consider other topics as may be delegated by the Board from time to time.
- g) The audit committee comprised of the following directors for the year ended 31st March, 2026.

Name of the Director	Category
Sri C.Rakesh	Independent Non-Executive
Sri P.Ram Rao	Non-Independent Non-Executive
Sri P.Himabindu	Non-Independent Non-Executive

Meeting during the year:

During the financial year 2025-2026, the Audit Committee met 4 times on following dates with full strength:

1. 29th May, 2025
2. 02nd August, 2025
3. 01st November, 2025
5. 31th January, 2026

3. NOMINATION AND REMUNERATION COMMITTEE

- (I) Brief description of terms of reference is for:

(a) appointment of the directors, and key managerial personnel of the Company; and

S. No.	Name of the Director and Position	Meeting / Attendance			
		29.05.25	02.08.25	01.11.25	31.01.26
1.	Sri. C.Rakesh, Chairman	Y	Y	Y	Y
2.	Sri P.Ram Rao, Member	Y	Y	Y	Y
3.	Smt. P.Himabindu, Member	Y	Y	Y	Y

(b) fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

(II) Composition of committee and attendance of members

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the persons track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry. The Remuneration Committee comprises of non-executive and independent directors. Mr. C.Rakesh, is the chairman of the committee. Mr. P.Ram Rao and Mrs.P.Himabindu are the other members. The Mr.A.Ramesh is the secretary to the committee. During the financial year 2025-2026 the committee met on 31.01.2026.

4. INVESTORS, SHAREHOLDER'S AND STAKEHOLDER'S GRIEVANCE COMMITTEE:

Brief description of terms of reference:

To look into various affairs relating to the shareholders with regard to redressal of complaints in relation to transfer of shares, non-receipt of share certificates, balance sheets, dividends etc.

The Committee comprises of three directors as composition of the committee.

Mr.C.Rakesh, is the chairman of the committee. Mrs.P.Hima Bindu and Mr. P.Ram Rao are the other members. Stakeholder committee met 6 times during the year, all members are presented for all the meetings.

The committee decided that a share transfer committee be constituted with Mrs.C.Neelima, Managing Director and Mr.C.Bhagavantha Rao, Chairman as members to approve share transfer, transmissions, issue of duplicate share certificates, rematerialisation of shares etc. The actions of share transfer committee will be ratified in Stakeholders' Relationship Committee at its subsequent meeting.

5. MEETING OF INDEPENDENT DIRECTORS:

No meeting of Independent Directors held during year. Since, there is only one Independent Director in the Company.

6. REMUNERATION OF DIRECTORS:

The Company does not remunerate the Non-Executive Directors of the Company except for the payment of sitting fees for attending each meeting of the Board of Committee thereof. Remuneration of Executive Directors is fixed by the Board and approved by shareholder at the Annual General Meeting. Particulars of their remuneration for the year ended 31st March, 2026 are given below:

(Amount in 000's)

Name of the Director Executive Director	Remuneration				
	Sitting Fee	Salary	Perquisites	Commission	Total Rs.
Sri.C.Bhagavantha Rao	Nil	1577.40	822.60	Nil	2400.00
Smt. C.Neelima	Nil	968.00	692.00	Nil	1800.00
Non-Executive Directors:					
Sri P.Ram Rao	Nil	Nil	Nil	Nil	Nil
Smt. P.Himabindu	Nil	Nil	Nil	Nil	Nil
Sri. Dr. C.Rakesh	Nil	Nil	Nil	Nil	Nil

7. ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETING:

Details of venue and time of last 3 Annual General Meetings are as under:

Financial Year	:	2022-2023
Venue	:	Registered Office, 1-58, Nidamanuru, Vijayawada – 521104.
Date	:	30-09-2023
Time	:	12.00 Noon
Financial Year	:	2023-2024
Venue	:	Registered Office, 1-58, Nidamanuru, Vijayawada – 521104.
Date	:	28-09-2024
Time	:	12.00 Noon
Financial Year	:	2024-2025
Venue	:	Registered Office, 1-58, Nidamanuru, Vijayawada – 521104.
Date	:	27-09-2025
Time	:	12.00 Noon

8. SUBSIDIARY COMPANIES

The company does not have any Subsidiary Company.

9. A) RISK MANAGEMENT

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.

B) RISK MANAGEMENT COMMITTEE:

The company has constituted a Risk Management company with the following directors:

- | | |
|----------------------|---------------------|
| A. Mr. C.Rakesh | B. Mrs.C.Neelima |
| C. Mr. P.Ram Rao and | D. Mrs. P.Himabindu |

10. WHISTLE BLOWER POLICY

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee. The key directions/actions will be informed to the Managing Director of the Company.

11. DISCLOSURES:**RELATED PARTY TRANSACTION:**

There are no related party transactions made by the company with its promoters, directors or the management, their relative conflicting with company’s interest.

No penalty or strictures have been imported on the company by stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

12. ACCOUNTING TREATMENT:

Disclosure required in case of difference in the treatment from that of annual accounts, the applicable accounting standards have been followed and that there are no material departures.

13. COMPLIANCES:

There have been no instances of non-compliance by the company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

14. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results of the company in the prescribed proforma are published in the following News Papers.

1. Business Lines (English)
2. Andhra Bhoomi (Regional Language)

There is no practice of sending half-yearly results to the household of shareholders.

15. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT**I. Preface:**

Over the years, the Company has been conducting its business with very high ethical and moral standards. This has resulted in gaining reputation as a professionally managed company by all its members. As the Company grows and expands its wings globally, it is extremely important to continue to exhibit high levels of ethical standards and professional behavior in everything that the Company does.

This Model Code of Conduct for Directors & Senior Management personnel is a guide to help Senior Management team & Directors on the Board of Incap. Though it summarizes many of the laws that Incap, as a Company is required to follow, it also goes beyond the legal minimums by describing the ethical values we share at Incap.

The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company. The Directors and Senior Management personnel may contact the Compliance Officer for assistance in interpreting the requirement of this Code.

The Board of Directors of the Company adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest. This code is a capsule of the moral, legal and professional obligations of the Directors and all executives. The Specific provisions of law or rules or regulations or contract shall prevail over the general obligations.

This model code of conduct shall be reviewed by the Board from time to time so as to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Director.

II . Applicability:

The Directors both executive and non executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interest of the Company and its members.

The Code of Conduct is applicable to:

The Directors, both executive and non-executive Directors.Senior Management team comprising members of Management one level below the Executive Directors, including all functional heads.

III. Honest & Ethical Conduct:

The Directors & Senior Management personnel are required to act in accordance with the highest standards of personal and professional integrity, honestly, ethical and legal conduct, when acting on behalf of the Company or in connection with the Company's business or operations and at social events.

An honest conduct is considered as such when a conduct is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct and include ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The Directors and the Senior Management personnel shall Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous and respectful manner;

Act in the best interest of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the members of the Company;

Act in good faith, with responsibility, due care, competence, diligence and independence;

Treat their colleagues and other associates of the Company with dignity and shall not harass any of them in any manner.

IV. Code of Interest:

General Guidance

The Directors and Senior Management personnel are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interest or benefits of the Company. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the Company. General guidelines to better understand several of the most common examples of situations that may cause a conflict of interest are listed below. Directors & the senior management personnel are required to disclose to the Board any situation that may be, or appear to be, a conflict of interest. When in doubt, Disclose.

a. Outside Employment:

Executive Directors and Senior Management personnel shall not work for or receive payments for services from any competitor, customer, distributor or supplier of Incap without approval of the Board. Any outside activity must be strictly separated from Incap employment and should not harm job performance at Incap. The Executive Directors and the Senior Management personnel shall devote themselves exclusively to the business of the Company and shall not accept any other work or assignment (part time or otherwise).

b. Board Memberships:

Serving on the Board of Directors or a similar body of any other company or organization other than this company or government agency requires the advance approval of the Board of Directors. Acceptance of Directorship on the Boards of other Companies, which compete, with the Company amounts to conflict of interest and hence should not be accepted. Helping the community by serving on Boards of nonprofit or welfare organizations is encouraged, and does not require prior approval.

c. Family Members and Close Personal Relationships:

Directors and Senior Management personnel shall not use personal influence to make the Company do business with a company/ institution which do not belong to the same group in which his or her relatives are interested. As a general rule, Directors and Senior Management personnel shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, be it a Director or Senior Management cadre, disclosure shall be made to the Board of Directors and a prior approval shall be obtained.

d. Gifts : (Gifts are not always physical objects they might also be services, favors or other items of value). The Directors and Senior Management personnel shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position, mementos received because of attending a widely held gatherings as panelist/ speaker and other customary gifts are allowed. Gifts on behalf of the Company – Some business situations call for giving gifts. These gifts shall be legal and reasonable. Directors and Senior Management personnel shall not pay bribes. It is understood that gift-giving practices vary among cultures and countries. Directors and Senior Management personnel shall not provide any gift if law or the policy of the recipient's organization

prohibits it. For example, the associates of many government entities around the world are prohibited from accepting gifts.

e. Investments:

Directors and Senior Management personnel may not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Director or Senior Manager has a significant investment in a competitor, supplier, customer, or distributor and his decisions may have a business impact on this outside party. The Directors and Senior Management personnel shall seek prior consent of the Board before making any investments more than 5% of the paid up capital of the other entity.

f. Diversion of Business:

Directors and Senior Management personnel shall not divert business opportunities of the Company, by exploiting for their own personal gain, business opportunities that are discovered through the use of corporate propriety information or position. However the Directors and Senior Management personnel can pursue such business opportunities once they are fully disclosed to the company and the company declined to pursue such opportunities.

g. Use of Company's Assets:

The Assets of the Company shall be used for legitimate business purposes and shall not be used for personal purposes. Incidental personal use, if reasonable, does not amount to violation of the code.

h. Others:

It would be impracticable to attempt to list all possible conflict of interest's situations and it is possible that other such situations, which are not enumerated above, may arise

16. DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR ON CODE OF CONDUCT UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS).

To

The Members

I, hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31, 2026.

for and on behalf of the Board

VIJAYAWADA,
30th May, 2026

C.NEELIMA
MANAGING DIRECTOR
DIN : 02737481

CEO / CFO CERTIFICATION

To
The Board of Directors
Incap Limited

I had reviewed the financial statements, read with the cash flow statement of Incap Limited for the year ended 31st March, 2026 and that to the best of our knowledge and belief, we state that:

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- c) There are, to the best of our knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- d) They accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- e) We have indicated to the auditors and the audit committee:-
 - i. Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - ii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

for and on behalf of the Board

VIJAYAWADA,
30th May, 2026

C.BHAGAVANTHARAO
DIRECTOR, CFO
DIN : 0218713

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of
INCAP LIMITED

We have examined the compliance of conditions of corporate governance by INCAP LIMITED, for the year ended on 31st March, 2026 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations) of the said company with stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 to affairs of the company.

VIJAYAWADA,
30th May, 2026

for **UMAMAHESWARA RAO & CO.,**
Chartered Accountants
Firm Regn. No.004453S

(CA. HSY SARMA)
Partner
ICAI Membership No.234083
UDIN :2523408BMJHRB9819

ANNEXURE – II**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. Overall Business Review**

The financial year 2025-26 witnessed a mixed global economic environment characterized by moderating inflation, easing supply chain constraints, geopolitical uncertainties and evolving trade dynamics. The Indian economy continued to demonstrate resilience, supported by robust domestic demand, increasing investments in manufacturing, favourable Government policies and sustained growth in infrastructure, automotive, industrial electronics and renewable energy sectors.

The aluminium electrolytic capacitor industry continued to experience increasing demand driven by growth in consumer electronics, industrial automation, electric vehicles (EVs), power electronics, renewable energy, telecommunications, medical electronics and defence applications. The Government's emphasis on "Make in India", Production Linked Incentive (PLI) schemes, semiconductor ecosystem development and electronics manufacturing has further strengthened the domestic component manufacturing ecosystem.

During the year under review, INCAP Limited continued its focus on manufacturing high-quality aluminium electrolytic capacitors catering to diverse industrial segments. The Company concentrated on improving manufacturing efficiency, maintaining product quality, enhancing customer satisfaction and strengthening its market presence.

The Company continued to optimize production processes, improve productivity through process improvements, strengthen procurement strategies and focus on cost optimization. Continuous emphasis was placed on product reliability, quality assurance, timely deliveries and customer support.

The management remained focused on prudent financial management, efficient working capital utilization and sustainable business growth while addressing market challenges arising from fluctuations in raw material prices, foreign exchange movements and competitive pressures.

2. Industry Structure and Developments

The electronics manufacturing industry in India continues to witness significant growth supported by increasing localization of electronic components, rising domestic consumption and export opportunities. Aluminium electrolytic capacitors remain essential components across various electronic equipment including power supplies, consumer electronics, industrial controls, renewable energy systems, automotive electronics and telecommunication equipment.

Global customers continue to diversify sourcing locations, creating opportunities for Indian manufacturers to become part of global supply chains. However, the industry remains highly competitive due to the presence of established international manufacturers and increasing technological advancements.

Continuous innovation, product miniaturization, improved reliability, higher energy efficiency and environmental compliance remain key focus areas for capacitor manufacturers.

3. Opportunities and Threats**Opportunities**

Increasing domestic demand for electronic components under the "Make in India" initiative. Growth in electric vehicles, renewable energy, industrial automation and power electronics. Expansion of electronics manufacturing services (EMS) in India. Rising opportunities in defence, aerospace, railway and medical electronics. Import substitution initiatives encouraging domestic manufacturing. Export opportunities arising from global supply chain diversification. Growing demand for high-performance and long-life capacitors.

Threats

Intense competition from low-cost imports and global manufacturers. Volatility in prices of aluminium foil, chemicals and other critical raw materials. Foreign exchange fluctuations affecting import costs. Rapid technological changes requiring continuous product development. Supply chain disruptions due to geopolitical developments. Increasing compliance and environmental regulations. Pricing pressures from OEM customers.

4. Risks and Concerns

The Company recognizes that effective risk management is critical to sustainable growth. Major risks include:

Raw Material Risk

Fluctuations in aluminium prices and availability of imported raw materials may impact production costs and profitability.

Foreign Exchange Risk

Dependence on imported materials exposes the Company to currency fluctuations. The Company continuously monitors exchange rate movements and adopts appropriate risk mitigation measures.

Technology Risk

Continuous technological developments require ongoing investments in product development, manufacturing processes and quality improvements.

Market Risk

Demand fluctuations in end-user industries, pricing pressure and competitive intensity may affect business performance.

Operational Risk

Risks associated with equipment reliability, utilities, skilled manpower availability and production continuity are regularly monitored.

Regulatory Risk

Changes in taxation, environmental regulations, import-export policies and other statutory requirements may influence business operations.

Cyber Security Risk

Growing digitalization necessitates stronger information security systems to safeguard business information and operational continuity.

The Company follows a structured approach towards identification, evaluation, monitoring and mitigation of business risks.

5. Internal Control Systems and Their Adequacy

The Company has established adequate internal control systems commensurate with the size, scale and complexity of its operations.

The internal control framework ensures:

Protection and safeguarding of Company assets. Reliability and integrity of financial reporting. Compliance with applicable laws, regulations and internal policies. Efficient utilization of resources. Proper authorization and monitoring of business transactions. Prevention and detection of frauds and irregularities. Effective inventory and production controls.

The Company has an independent internal audit mechanism that periodically reviews operational and financial controls. The Audit Committee regularly reviews internal audit findings, implementation of recommendations and adequacy of internal control systems.

The management believes that the existing internal financial controls are adequate and operating effectively.

6. Outlook

The long-term outlook for the electronics component industry remains positive, supported by strong domestic manufacturing initiatives, increasing electronics consumption, electric mobility, renewable energy expansion and digital transformation across industries.

The Company intends to strengthen its market position by:

Expanding customer base across domestic and export markets. Developing value-added capacitor products. Improving operational efficiencies and productivity. Enhancing quality and reliability standards. Investing in technology upgradation. Focusing on cost optimization and sustainable manufacturing practices.

Form No. MGT-11 -- Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id : DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: E-mail Id:
 Address: Signature:....., or failing him

2. Name: E-mail Id:
 Address: Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual general meeting of the company, to be held on the Saturday, 26th day of September, 2026 At 12.00 Noon at Incap Limited, 1-58, Nidamanuru, Vijayawada and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	Adopt the Audited Accounts	☐	☐
2.	Re-Appointment of Director Sri P.Ram Rao	☐	☐
3.	To Delcare Dividend	☐	☐
4.	Re-Appointment of Mg.Director Smt C.Neelima	☐	☐
5.	Re-Appointment of Exe. Chairman Sri C.Bhagavantha Rao	☐	☐

Signed this day of.....2026

Signature of shareholder Signature of Proxy holder(s)

Note :

- * Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the company at Incap Limited, 1-58, Nidamanuru, Vijayawada - 521104 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.