CIN NO. : L29309KA2022PLC164926
GSTIN: 29AAXCA4785E1ZZ
Reg. Office: Plot No. 392/1 | 10th Cross Road
IV Phase | Peenya Industrial Area
Bengaluru-560058
Karnataka | INDIA

**To,** **Date:** 03.09.2026

**National Stock Exchange of India Limited**
**Exchange Plaza, Plot No.C-1, G Block,**
**Bandra Kurla Complex, Bandra (East),**
**Mumbai – 400051**

**NSE SYMBOL: APSISAERO**
**ISIN: INE1OOJ01011**

**Subject: Submission of Notice of 4th Annual General Meeting (AGM) and Annual Report for the Financial Year 2025-26.**

Dear Sir/ Madam,

We wish to inform you that the 4th Annual General Meeting (AGM) of the Company will be held on **Saturday, 26th day of September 2026 at 11:30 A.M. IST** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report including Notice of 4th Annual General Meeting of the Company for the financial year 2025-26.

Notice of the AGM is dispatched to all the eligible shareholders whose e-mail Ids are registered with the Company/ Depositories and the same is also available on the Company's website at https://apsisaerocom.com/wp-content/uploads/2026/09/Annual-report_Apsis_FY2025-26.pdf.

Further, in accordance with Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has initiated sending a letter to the Shareholders whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web-link from where the Annual Report can be accessed on the website of the Company.

Please take the above information on record.

Thanking You

For **Apsis Aerocom Limited**

SALONI JAYATI
Digitally signed by SALONI JAYATI
Date: 2026.09.03 15:51:57 +05'30'

Saloni Jayati
Company Secretary & Compliance Officer
Membership No. A75583

apsis™
AEROCOM

# ENGINEERED FOR AEROSPACE.
# TRUSTED FOR DEFENCE.
# DRIVEN BY PRECISION.

ANNUAL REPORT

2025 - 26

# Table of **Contents**



## Disclaimer:

This document contains forward-looking statements regarding the expected future performance, business prospects, and financial position of Apsis Aerocom Limited ("the Company"). These statements are based on the Company's current expectations, assumptions, estimates, and projections and are subject to inherent risks and uncertainties.
Actual results, performance, or events may differ materially from those expressed or implied in these forward-looking statements due to various factors beyond the Company's control. Readers are therefore cautioned not to place undue reliance on such statements.

This document should be read in conjunction with the assumptions, qualifications, and risk factors discussed in the Management Discussion and Analysis section of this Annual Report.

# Corporate Information



**Corporate Identification No.**

L29309KA2022PLC164926

**Registered Office**

(Unit 1)
Plot no. 392/1, 10th Cross Road, IV Phase Peenya Industrial Area, Bangalore, Karnataka, 560058

**Branch Office**

(Unit 2)
Plot No. 4-A-14 & 5-A-6, Hitech Defence and Aerospace Park, Sy. No. Parts of 104 & 12, Hoovinayakanahalli Village, Hobli Jala, North Yelahanka, Bengaluru Urban, Bengaluru, Karnataka 562149

## Board of Directors

**Mr. Basavaraju Kanakatte Shivakumar**
*Managing Director (Promoter)*

**Mr. Vinod Kumar Mariyappan**
*Whole Time Director (Promoter)*

**Mr. Mihir Kumar Pradhan**
*Chairman and Executive Director (Promoter)*

**Mr. Dayananda Swamy Mallikarjunappa**
*(Non – Executive Independent Director)*

**Ms. Jayanthi Amarnath Bhagath**
*(Non – Executive Independent Director)*

**Mr. Aniruddh Kumar**
*(Non – Executive Independent Director)*

## Audit Committee

**Mr. Dayananda Swamy Mallikarjunappa**
*Chairman*

**Ms. Jayanthi Amarnath Bhagath**
*Member*

**Mr. Aniruddh Kumar**
*Member*

**Mr. Basavaraju Kanakatte Shivakumar**
*Permanent Invitee*

## Secretarial Auditor

**M/s. ABM & Associates**

## Registrar & Share Transfer Agent

**Integrated Registry Management Services Private Limited**

## Nomination and Remuneration Committee

**Mr. Dayananda Swamy Mallikarjunappa**
*Chairman*

**Ms. Jayanthi Amarnath Bhagath**
*Member*

**Mr. Aniruddh Kumar**
*Member*

**Mr. Mihir Kumar Pradhan**
*Member*

## Stakeholders' Relationship Committee

**Mr. Dayananda Swamy Mallikarjunappa**
*Chairman*

**Mr. Basavaraju Kanakatte Shivakumar**
*Member*

**Mr. Vinod Kumar Mariyappan**
*Member*

**Mr. Mihir Kumar Pradhan**
*Member*

## Corporate Social Responsibility Committee

**Mr. Dayananda Swamy Mallikarjunappa**
*Chairman*

**Mr. Basavaraju Kanakatte Shivakumar**
*Member*

**Mr. Vinod Kumar Mariyappan**
*Member*

**Mr. Mihir Kumar Pradhan**
*Member*

## Chief Financial Officer

**Mr. Kancharla Naga Shashidhar**

## Company Secretary

**Ms. Saloni Jayati**

## Statutory Auditor

**M/s. YCRJ and Associates**

## Internal Auditor

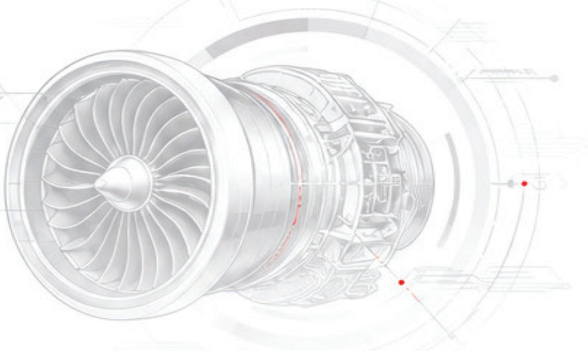
**M/s. Murali & Venkat**

Building the
future with precision:

# Positioned for Growth

Our Company is engaged in the field of precision engineering, with primary focus on manufacture of components and allied services for the aerospace, defence and healthcare industries. Driven by modern manufacturing techniques, we provide engineering and precision machining services, offering end-to-end solutions ranging from design support to final product delivery. Our Company manufactures products based on specific customer requirements and preferences. Each product is customized in accordance with the individual specifications provided by customers and is manufactured pursuant to confirmed orders. Our Company supplies its products directly to customers and does not operate through dealers, distributors, or other intermediaries.

Our manufacturing processes have consistently demonstrated significant levels of dimensional accuracy over the last fiscal years. We maintain quality systems aligned with AS9100D and ISO 9001:2015 certifications, which are widely recognized standards in our industries of operation.



# Advanced
# Manufacturing Facility

## Manufacturing Unit I

Located at Plot No. 392/1, 10th Cross Road, IV Phase, Peenya Industrial Area, Bengaluru – 560058, our manufacturing facility has a total built-up area of approximately 11,000 Sq. Ft. and is equipped with advanced 3-axis, 4-axis, and 5-axis CNC machining centres. Supported by in-house CAD/CAM capabilities, the facility manufactures high-precision components up to 1,200 mm in length for the aerospace, defence, and healthcare sectors and operates across Shed 1 (Eastern Portion) and Shed 2 (Western Portion).





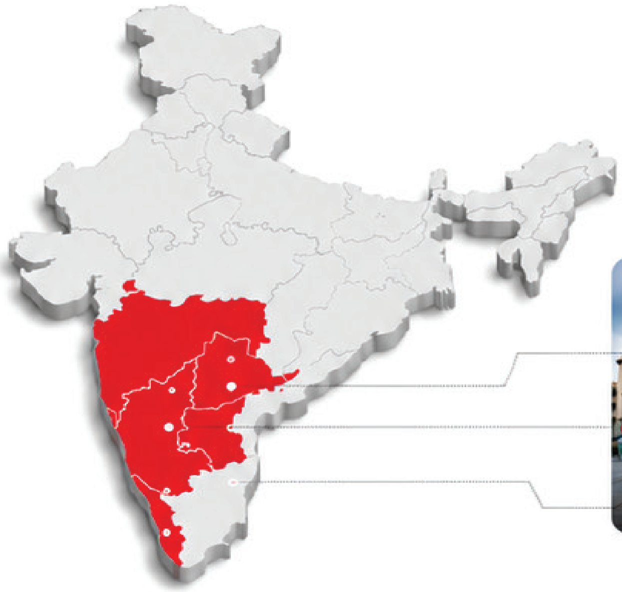
## Manufacturing Unit II

Located at Plot No. 4-A-14 & 5-A-6, Hitech Defence and Aerospace Park, Hoovinayakanahalli Village, Jala Hobli, Yelahanka, Bengaluru – 562149, our Unit II manufacturing facility has a built-up area of approximately 20,000 sq. ft. The facility is equipped with advanced turning, turn-mill, multitasking, 4-axis, and 5-axis CNC machining centres, significantly enhancing our precision manufacturing capabilities and production capacity to serve the aerospace, defence, and healthcare sectors.

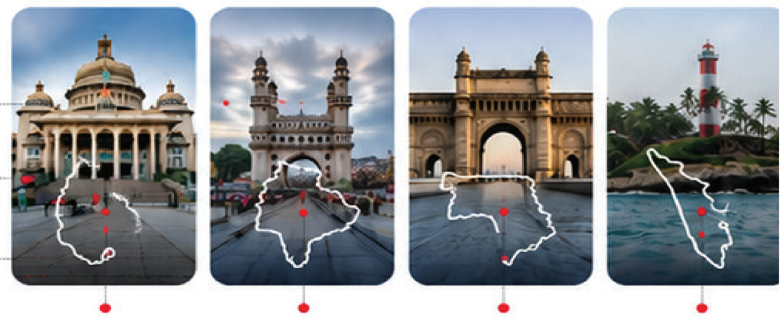

# Our
# Manufacturing Process

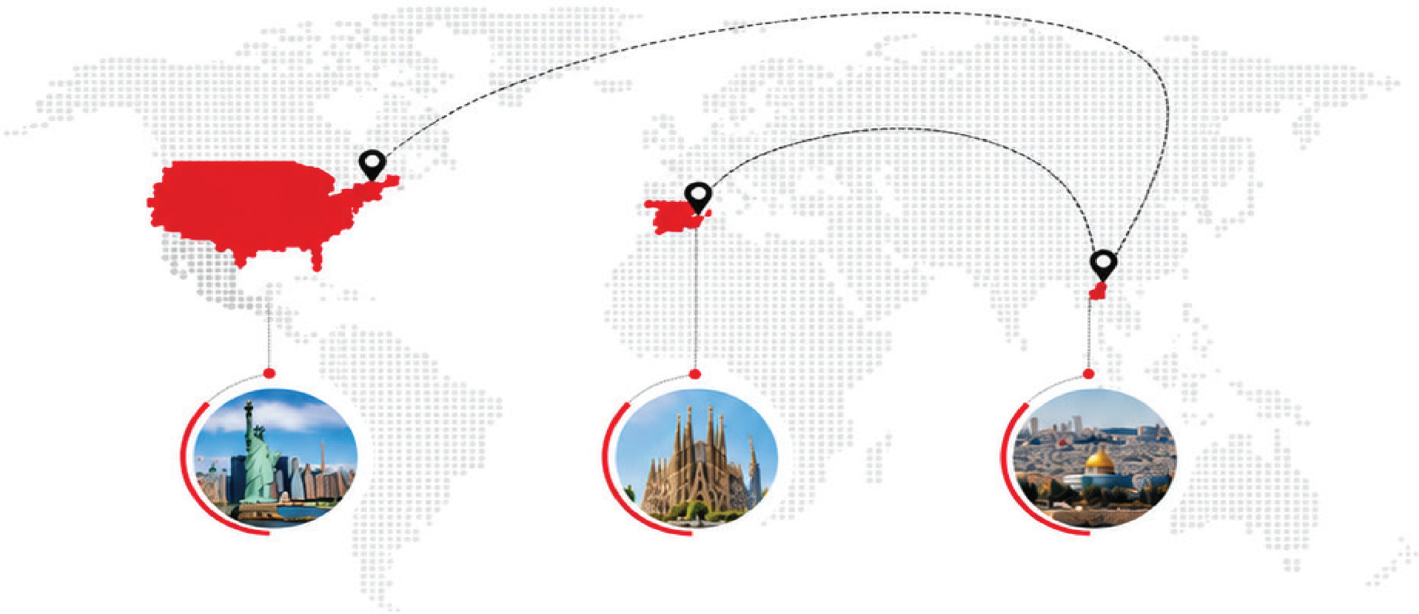
# Domestic and International Presence

In India, our Company has established a market presence in Karnataka, Telangana, Maharashtra and Kerala, where we have developed ongoing business relationships with our clients. The concentration in these states enables us to offer region-specific solutions while maintaining operational efficiency and responsiveness to customer requirements.



Internationally, our Company has strategically focused its efforts on select global markets, catering to certain of our customers based in the United States of America (USA), Spain, and Israel.






# Successful IPO:
# A Defining Milestone

The financial year 2025–26 marks a defining chapter in the journey of Apsis Aerocom Limited. During the year, the Company successfully completed its Initial Public Offering (IPO) and achieved the significant milestone of listing its equity shares on the NSE SME Platform, strengthening its position in the capital markets and paving the way for its next phase of growth.

The successful listing reflects the confidence and trust reposed by investors in the Company's business model, operational capabilities, and long-term growth strategy. It also reinforces our commitment to maintaining high standards of corporate governance, transparency, and sustainable value creation for all stakeholders.

As a listed entity, Apsis Aerocom Limited remains focused on expanding its market presence, enhancing operational efficiency, and delivering innovative solutions while creating long-term value for shareholders, customers, employees, and business partners.

Apsis Aerocom Limited is strategically deploying the proceeds from the fresh issue to support its next phase of growth and innovation, with a focus on:

- Strengthening customer-centric business growth
- Expanding manufacturing capacity and infrastructure
- Enhancing customer acquisition through superior quality standards
- Advancing vertical integration of engineering and manufacturing capabilities
- Driving innovation to meet evolving industry requirements and technological advancements

## Key Highlights

INR **3,577.20** Lakhs
Issue Size

**91.24x**
Subscribed

INR **43** per share with 39.09% premium
Listing premium

INR **153** per share
Listing Price

## Vision

To be the most trusted and valued partner, driven by trust, innovation, and shared success with our customers and stakeholders.

## Mission

We aim to deliver innovative and efficient manufacturing solutions that drive long-term customer success, while building a sustainable, system-driven business for the future.

## Value

At Apsis Aerocom, we believe in delivering products and services that meet the highest standards of quality, precision, and performance. We work with honesty, embrace innovation, and always put our customers first. We support one another as a team and take full responsibility for our work. We are committed to continuous improvement and growing in a responsible, sustainable way for long-term success.

# Journey
# So Far

Since its inception in 2012, the company has steadily progressed through continuous innovation, technological advancement, and strategic expansion. Key milestones, including its transition into a corporate entity, enhancement of manufacturing capabilities, successful IPO, and commencement of Unit II, reflect the Company's commitment to sustainable growth and delivering long-term value to its stakeholders.

Successfully listed on NSE SME.

**March 18, 2026**

Converted into Apsis Aerocom Limited, a public limited company.

**December 09, 2024**

Commissioned an advanced 5-axis CNC machining line to enhance precision manufacturing capabilities.

**January 27, 2024**

Converted from a Partnership Firm to Apsis Aerocom Private Limited.

**August 16, 2022**

Commenced operations as a partnership firm under the name Apsis Latitude.

**January 23, 2012**

# Key Strength

## Versatile supplier with domestic and international reach

We serve customers across both domestic and international markets, manufacturing high-precision components for the aerospace, defence, and healthcare sectors. While the domestic market remains our primary revenue contributor, our presence in the United States, Spain, and Israel strengthen our global footprint and diversifies our customer base. This balanced market presence reduces dependence on a single geography, enhances business resilience, and positions us to capitalize on growth opportunities across global markets.

## Strong Customer Relationships

We have built long-standing relationships with a diverse and reputed customer base across the aerospace, defence, and healthcare sectors. Our commitment to delivering precision-engineered, high-quality components has earned the trust of our customers and strengthened our position as a preferred manufacturing partner. By aligning our production capabilities with customer requirements and maintaining consistent quality standards, we continue to foster lasting partnerships that support operational stability, sustainable growth, and long-term value creation.

## Modern manufacturing facility with focus on quality and capacity.

Our manufacturing facilities are equipped with advanced 3-axis, 4-axis, 5-axis, and multi-axis machining centres, along with modern manufacturing technologies, enabling the production of high-precision components for the aerospace, defence, and healthcare sectors. The existing facility at Unit I has an annual installed production capacity of approximately 1,50,000 components, with an average capacity utilization of around 82%, reflecting efficient operations and robust customer demand. With the commissioning of Unit II, the Company's estimated aggregate annual installed production capacity is expected to increase by approximately 3,00,000 components, significantly enhancing its ability to cater to growing customer requirements.

Supported by robust quality management systems and certifications including AS9100D and ISO 9001:2015, we consistently meet the stringent quality and performance standards expected by our customers.

Cont.
# Key Strength

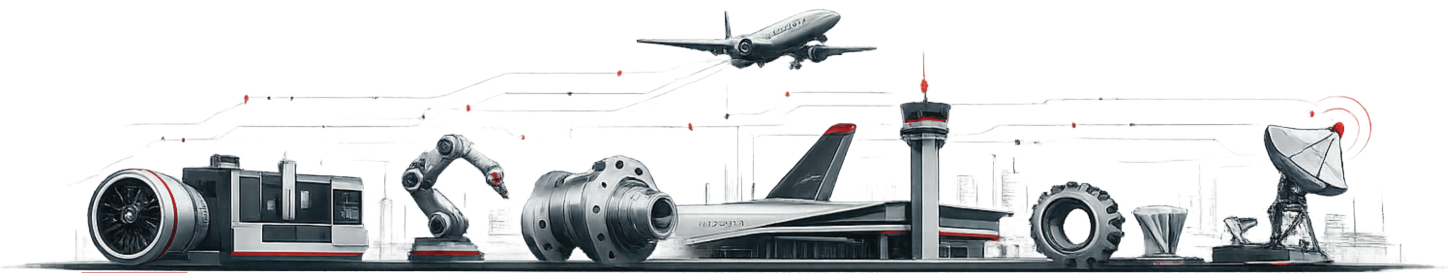
## Experienced and complementary management team with strong implementation skills and operational effectiveness

We are led by a capable management team who are supported by a motivated and hard-working team of engineers and other members. Our Promoters, Basavaraju Kanakatte Shivakumar, Vinod Kumar Mariyappan and Mihir Kumar Pradhan have an experience of decades and are involved in business development, supervising the quality of the manufactured products, performance evaluation, etc. Our Promoters are supported by a qualified and experienced team of engineers, who focus on process innovation and automation which consequently helps us to maintain and indigenously develop our technological prowess and manufacturing processes.

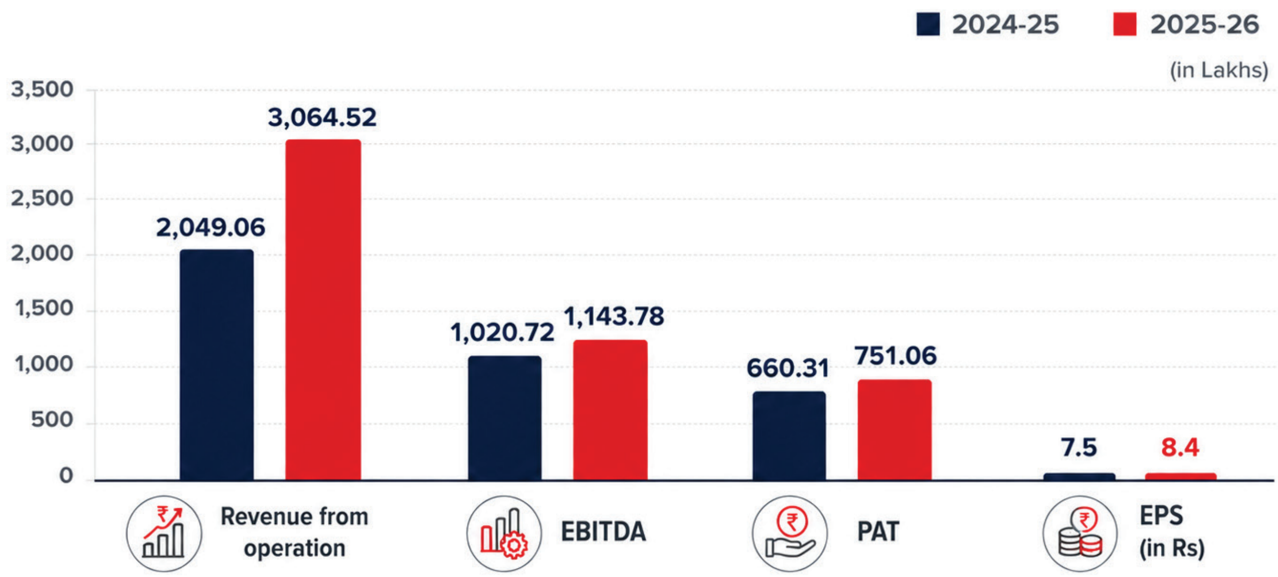
## Robust Financial Performance

The Company has delivered consistent financial growth, driven by higher revenue, improved profitability, and enhanced operational efficiency. Our focus on disciplined execution, efficient capital allocation, and continuous capacity expansion has strengthened our financial performance and reinforced our position as a trusted precision manufacturing partner in the aerospace, defence, and healthcare sectors.

Improving margins, healthy returns, and prudent financial management provide a strong foundation for sustainable growth, enabling the Company to pursue future expansion opportunities while creating long-term value for its stakeholders.



# Performance Highlight




| | 2024-25 | 2025-26 |
| --- | --- | --- |
| EBITDA MARGIN | 49.81% | 37.32% |
| PAT MARGIN | 32.23% | 24.51% |
| ROE | 96% | 25% |
| ROCE | 84.35% | 20.56% |

# Key Strategy

## Customer centric business growth

Our Company continues to strengthen its presence in the aerospace, defence, and healthcare sectors by expanding its customer base and securing business from leading domestic and international OEMs. A strong focus on quality, reliability, and customer satisfaction continues to drive sustainable growth.

## Capacity expansion and infrastructure development

To meet growing customer demand, the Company has expanded its manufacturing capabilities through the commissioning of Unit II, comprising a built-up area of approximately 20,000 sq. ft. Further, as part of its long-term growth strategy, the Company has been allotted a 40,000+ sq. ft. industrial land parcel by the Karnataka Industrial Areas Development Board (KIADB) at Devanahalli, Bengaluru, for the proposed establishment of Unit III, subject to fulfilment of the allotment terms and applicable approvals.

## Attracting new customers through quality assurance

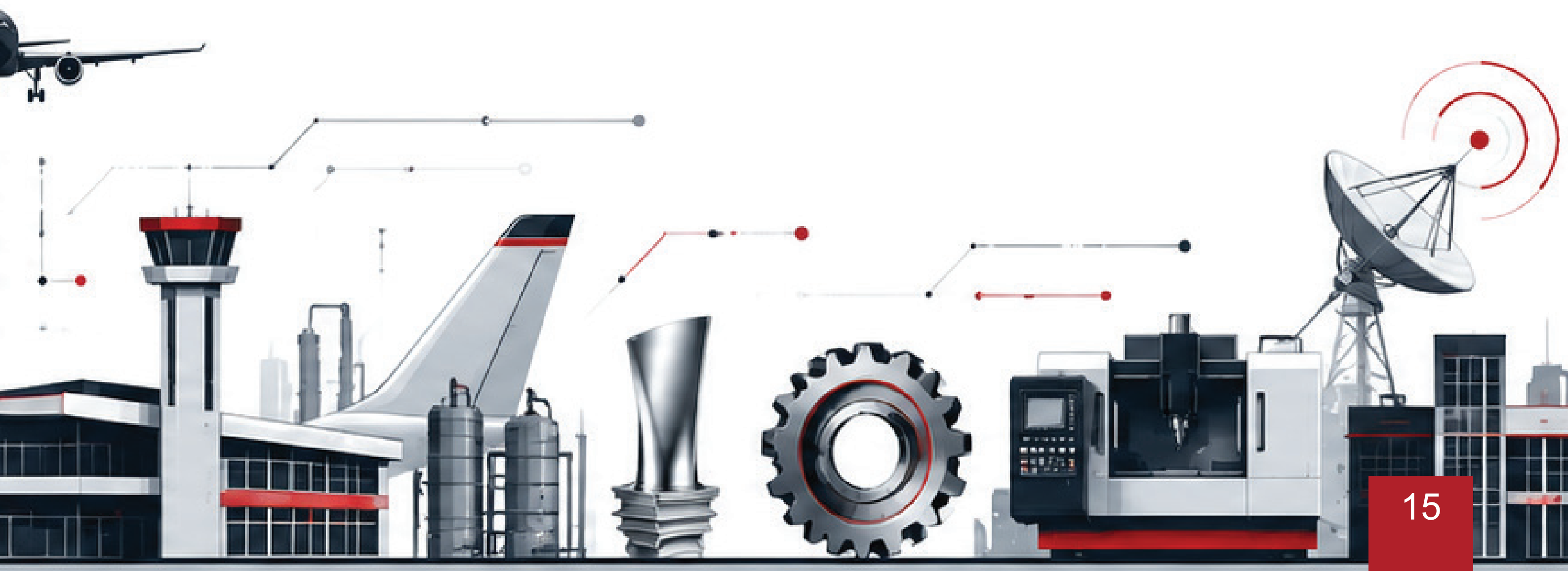
Quality remains at the core of our manufacturing operations. Every component undergoes rigorous in-house inspection, testing, and validation to ensure compliance with stringent customer specifications and industry standards. Our manufacturing processes are certified to AS9100D and ISO 9001:2015, reflecting our commitment to quality, precision, and continuous improvement. Through our robust quality management systems, we have consistently achieved an aggregate accuracy rate of approximately 99.99%, strengthening customer confidence and fostering long-term business relationships.

## Vertical integration of engineering and process capabilities

Our end-to-end manufacturing capabilities span CAD design migration, prototyping, tooling, surface finishing, quality assurance, assembly, and dispatch, enabling seamless execution across the product lifecycle. This integrated approach enhances efficiency, maintains consistent quality, minimizes third-party dependency, and provides the flexibility to meet evolving customer requirements.

## Keeping up with industry demands and technological advancement

Our strategic focus is to strengthen our position as a leading provider of precision machining solutions for the aerospace, defence, and healthcare sectors. By continuously investing in advanced technologies, skilled resources, and enhanced CAM capabilities, we aim to meet the evolving requirements of our customers. Our expertise in manufacturing complex, high-precision components enable us to capitalize on growing market opportunities while delivering superior quality, reliability, and value.



# Directors profile

## Mr. Basavaraju Kanakatte Shivakumar

*Managing Director*

He spearheads the strategic direction of the company being the Promoter and Managing Director, leading its manufacturing operations, business development, and quality management functions. With over 17 years of expertise in CNC machining, CNC programming, and precision engineering, he has been the driving force behind the Company's operational excellence, technological advancement, and sustained growth. His leadership has been instrumental in strengthening manufacturing capabilities, fostering customer relationships, and building a culture of quality and continuous improvement. He completed his technical training in General Machinist, followed by industrial training, at the Nettur Technical Training Foundation (NTTF), Bengaluru, with specialization in CNC machining and CNC programming.

## Mr. Vinod Kumar Mariyappan

*Whole Time Director*

He leads the Company's production and engineering functions, playing a pivotal role in strengthening its manufacturing capabilities and operational efficiency. As a Promoter and Whole-Time Director of the company he has contributed significantly to its growth and technical excellence. He possesses expertise in tool and die making, CNC machining, and precision manufacturing, with hands-on experience in engineering operations. He completed his apprenticeship in Tool and Die Making (Press Tools, Jigs & Fixtures) at the Nettur Technical Training Foundation (NTTF), Bengaluru, under the Apprentices Act, 1961, and was awarded the National Apprenticeship Certificate upon successfully passing the trade test conducted by the National Council for Vocational Training. During his training, he also specialized in CNC machining, providing him with a strong technical foundation that continues to support the Company's engineering and production excellence.

## Mr. Mihir Kumar Pradhan

*Chairman and Director*

He provides strategic leadership to the Company as its Chairman and Executive Director. As a Promoter plays a key role in guiding its long-term vision and governance. He chairs the meetings of the Board and shareholders, fostering effective decision-making and ensuring alignment with the Company's strategic objectives. He also oversees the procurement function, supporting efficient supply chain management and operational continuity. Prior to co-founding the Company, he gained over 20 years of industry experience as an Application Engineer. He holds a Diploma and a Post Diploma in Plastics Mould Technology from the Central Institute of Plastics Engineering & Technology (CIPET), Chennai, providing him with a strong technical foundation that complements his strategic and operational leadership.

## Mr. Aniruddh Kumar

*Non – Executive Independent Director*

He joined the Board of Apsis Aerocom Limited on March 18, 2025. He holds a Bachelor of Technology and a Master of Technology in Mechanical Engineering and is a Chartered Engineer as well as a member of the Institution of Engineers (India). With extensive experience in the engineering and manufacturing sector, he has held several leadership positions at BEML Limited, culminating in his role as Director (Rail & Metro). He brings deep expertise in engineering, project management, corporate leadership, and the rail and metro industry, providing valuable strategic guidance that strengthens the Company's governance framework and supports its long-term growth objectives.

## Mr. Dayananda Swamy Mallikarjunappa

*Non – Executive Independent Director*

With over eight years of experience in finance, financial reporting, and corporate accounting, he holds a bachelor's degree in business administration from Andhra University, Visakhapatnam, and an MBA from the Institute of Management Research and Technology, Ahmedabad. He is currently associated with Indiqube Spaces Limited, where he oversees finance-related functions and financial operations. His expertise in financial statement preparation, financial reporting, and corporate finance provides valuable insights that strengthen the Company's financial oversight, governance framework, and strategic decision-making.

## Ms. Jayanthi Amarnath Bhagath

*Non – Executive Independent Director*

She has over 14 years of experience in the aerospace industry and over 8 years of experience in the healthcare sector. She holds a Bachelor of Business Administration (Computer Applications) and a Master of Business Administration (E-Business) from Annamalai University, along with a Diploma in Civil Engineering. She previously served as General Manager at Tata Advanced Materials Limited and is the Founder and Director of JBI Healthcare Private Limited. She also manages J.B. International, a proprietary business operating in the healthcare and aerospace sectors. Her extensive experience in business leadership, strategic management, and scaling enterprises across diverse industries brings valuable strategic insights and strengthens the Company's governance and long-term growth initiatives.

# Key Managerial Personnel

## Mr. Kancharla Naga Shashidhar

*Chief Financial Officer*

He is a Chartered Accountant and a registered member of the Institute of Chartered Accountants of India (ICAI). He has over two years of experience in accounts and finance. He currently serves as the Chief Financial Officer of the Company and oversees the overall accounts and finance functions, including financial planning, budgeting, reporting, cash flow management and financial compliance. He also coordinates with auditors, bankers and other financial institutions and supports the management in financial decision-making.

## Ms. Saloni Jayati

*Company Secretary & Compliance Officer*

She holds a Bachelor of Commerce (B.Com.) degree (Accounts) and is a qualified Company Secretary as well as an Associate Member of The Institute of Company Secretaries of India. She has around 2 years of experience in the field of secretarial and corporate compliance matters. She is responsible for handling corporate governance, secretarial functions, and ensuring compliance with the applicable regulatory provisions of the Company.

# From the Boardroom

**Dear Shareholders,**

It gives us immense pleasure to present the Annual Report of Apsis Aerocom Limited for the financial year ended March 31, 2026.

The year under review marked a significant milestone in the journey of our Company. From our beginning as a precision engineering enterprise, we have steadily evolved into a trusted manufacturing partner catering to the aerospace, defence and healthcare industries.

Our successful listing on the NSE SME Platform during the year represents not only an important corporate achievement but also a reflection of the confidence placed in us by investors, customers, employees and other stakeholders.

The aerospace and defence manufacturing ecosystem in India continues to witness unprecedented growth driven by Government initiatives such as “Make in India”, increased indigenous defence production, expanding global supply-chain opportunities and rising investments in advanced manufacturing technologies. We believe Apsis Aerocom is well positioned to participate in this growth through its specialised precision machining capabilities, stringent quality systems and customer-centric approach.

During the year, the Company continued to strengthen its operational capabilities and customer relationships. Our focus remained on delivering high-precision engineered components while maintaining the highest standards of quality, reliability and on-time delivery. We also progressed in expanding our manufacturing infrastructure and advanced machining capabilities to address increasing demand.

Financially, the Company recorded encouraging growth supported by increased business volumes, operational efficiencies and disciplined execution. While we celebrate these achievements, we remain focused on sustainable and profitable growth through technology adoption, process optimisation and continuous enhancement of manufacturing excellence.

At Apsis Aerocom, innovation, quality and integrity remain the cornerstones of our operations. We are committed to creating long-term value for all stakeholders by strengthening our technical capabilities, expanding our customer base and exploring new opportunities across high-growth sectors.

None of these accomplishments would have been possible without the dedication and hard work of our employees, the trust of our customers, the support of our business partners. We express our sincere gratitude to each of them for their unwavering commitment to our shared vision.

As we move forward, we remain confident in our ability to build a stronger and more resilient organisation. With a robust order pipeline, expanding market opportunities and a clear strategic roadmap, we look to the future with optimism and determination.

We thank our shareholders for their continued confidence and support. We remain committed to delivering sustainable growth and creating enduring value in the years ahead.

**The Board of Directors,**
**Apsis Aerocom Limited**

# BOARD'S REPORT

**For the Financial year ended March 31, 2026**

**To The Members,**

The Directors of your Company have pleasure in presenting the 4th (Fourth) Director's Report together with the Audited Financial Statements of the Company for the financial year ('FY') ended 31st March, 2026.

## FINANCIAL SUMMARY AND HIGHLIGHTS:

The summary of the Company's performance for the Financial Year 2025-26 as compared to the previous Financial Year 2024-25 is given below:

| Particulars | Amount in INR (Lakhs) | |
|---|---|---|
| **Financial year** | **2025-26** | **2024-25** |
| **Revenue from Operations** | **3064.52** | **2049.06** |
| Other Income | 10.75 | 7.98 |
| **Total Income** | **3,075.27** | **2,057.04** |
| Total Expenses | 2,045.43 | 1,148.31 |
| Profit/(Loss) before Exceptional and Extraordinary | 1,029.84 | 908.73 |
| Less- Exceptional Items | - | - |
| Profit/(Loss) before Extraordinary Item and Tax | 1,029.84 | 908.73 |
| Less: Extraordinary Item | - | 15.12 |
| Profit before tax expenses | 1,029.84 | 893.61 |
| Less: -Tax expenses | 278.78 | 233.30 |
| **Profit for the year** | **751.06** | **660.31** |

**Notes:**

*1) The above figures are extracted from the audited standalone financial statements of the Company.*

*2) Figures of the previous year have been regrouped/re-classified to confirm to the figures of the current year.*

## STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

During the financial year under review, the Company continued manufacturing of High precision mechanical components serving the aerospace, defence and healthcare sectors. The Company recorded a total revenue of INR 3,064.52 Lakhs/- as against INR 2,049.06 Lakhs/- in the previous year. Total expenditure, including depreciation, stood at INR 2,045.43 Lakhs/- as compared to INR 1,148.31 Lakhs/- in the previous year.

During the year, the Company strengthened its manufacturing capabilities through the acquisition of advanced machinery and equipment to enhance production capacity and operational efficiency.

A key milestone during the year was the successful completion of the Initial Public Offer (IPO) and the listing of the Company's Equity Shares on the SME Platform of the National Stock Exchange of India Limited (NSE Emerge) with effect from 18th March 2026. The IPO proceeds are proposed to be utilized towards capital expenditure and general corporate purposes.

The Company has not undertaken any acquisition, merger or diversification during the year. There were no developments relating to material Intellectual Property Rights and no other material events affecting the affairs or financial position of the Company, except the listing of its Equity Shares on NSE Emerge.

## CHANGE IN NATURE OF BUSINESS:

During the financial year 2025-26 there was no change in the nature of business of the Company.

## CHANGES IN SHARE CAPITAL, IF ANY:

During the financial year 2025-26, following were the changes in the, issued, subscribed, and paid-up share capital of the Company:

| **Particulars** | |
|---|---|
| **Share Capital** | **Amount INR (in Lakhs)** |
| (i) **Authorized Share Capital** | |
| 1,50,00,000 equity shares of INR 10/- each | 1,500.000 |
| Total | **1,500.000** |
| (ii) **Issued Share Capital** | |
| 9,77,769 Equity Shares of ₹10 each outstanding as at the end of FY 2024-25 | 97.777 |
| Increase pursuant to allotment of 78,22,152 Equity Shares of INR 10/- each under Bonus Issue | 782.215 |
| Increase pursuant to allotment of 32,52,000 Equity Shares of INR 10/- each under the Initial Public Offer on 16th March 2026 | 325.200 |
| Total | **1,205.192** |
| (iii) **Subscribed & Paid-up Equity Share Capital** | |
| 1,20,51,921 equity shares of INR 10/- each | 1,205.192 |
| Total | **1,205.192** |

## INITIAL PUBLIC OFFER OF EQUITY SHARES:

Your Company launched its Initial Public Offer (IPO) comprising 32,52,000 Equity Shares of face value ₹10 each at an issue price of ₹110 per Equity Share, aggregating to ₹3,577.20 Lakhs. The issue opened for subscription to Anchor Investors on Tuesday, 10th March 2026. Thereafter, the Bid/ Issue opened on Wednesday, 11th March 2026 and closed on Friday, 13th March 2026. Pursuant to the successful completion of the IPO, 32,52,000 Equity Shares were allotted on Monday, 16th March 2026.

Subsequently, the Equity Shares of the Company were listed and admitted to trading on the NSE Emerge Platform on Wednesday, 18th March 2026.

**LISTING**

The Equity Shares of your Company are listed on SME Emerge Platform of National Stock Exchange of India Limited w.e.f. March 18th 2026.

**UTILIZATION OF FUNDS**

The details of utilization of funds from IPO are as follows:

| Particulars | Total Amount (in Lakhs) | Utilized upto 31st March 2026 (in Lakhs) | Un-Utilized upto 31st March 2026 (in Lakhs) |
|---|---|---|---|
| Capital expenditure towards purchase of machinery | 2,702.01 | 0.00 | 2,702.01 |
| General Corporate Purposes | 391.49 | 0.00 | 391.49 |
| IPO expenses | 483.70 | 455.00 | 28.7 |
| Total | 3,577.20 | 455.00 | 3,122.20 |

* Out of the net proceeds raised through the Initial Public Offer that remained unutilized, INR 3,122.20 lakhs was held in the Escrow Account maintained by the Company with ICICI Bank.

**DIVIDEND**

In order to conserve resources, your directors do not recommend any dividend on the Equity Shares in the financial year 2025-26.

**TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:**

The Board of Directors of company has decided to transfer INR 751.06 Lakhs toward the Reserves for the year under review.

**COMPANY SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES SUBSIDIARIES:**

The company at present has no Joint Ventures/Subsidiaries/ Associates within the meaning of Companies Act 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. They have prepared the annual accounts on a going concern basis;

e. Company has proper implementation of internal financial control processes in place;

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

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has in place a Policy for Prevention of Sexual Harassment at Workplace in accordance with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which can be accessed at our website: https://apsisaerocom.com/wp-content/uploads/2025/09/12.-Prevention-of-Sexual-Harrassment-Policy.pdf

The Company is presently in the process of constituting the Internal Committee in accordance with the applicable statutory requirements, and the related compliances shall be undertaken upon constitution of the Committee.

**COMPLIANCE WITH MATERNITY BENEFIT REGULATIONS**

The Company is in the process of formalizing its policies and procedures relating to maternity benefits in accordance with the applicable provisions of the Maternity Benefit Act, 1961 and the rules made thereunder. The Company shall ensure compliance with the applicable statutory requirements.

**COMPOSITION OF BOARD:**

There were no changes in the composition of Board of Directors and Key Managerial Personnel during the period under review as mentioned below and the composition of Board of Directors as on 31st March 2026 is as follows:

| S. No. | Name | Date of Appointment | Current designation |
|---|---|---|---|
| 1 | Basavaraju Kanakatte Shivakumar | 16/08/2022 | Managing Director |
| 2 | Vinod Kumar Mariyappan | 16/08/2022 | Whole Time Director |
| 3 | Mihir Kumar Pradhan | 16/08/2022 | Chairman and Director |
| 4 | Aniruddh Kumar | 18/03/2025 | Independent Director |
| 5 | Jayanthi Amarnath Bhagath | 18/03/2025 | Independent Director |
| 6 | Dayananda Swamy Mallikarjunappa | 18/03/2025 | Independent Director |

**Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act, Mr. Basavaraju Kanakatte Shivakumar, Managing Director, Mr. Vinod Kumar Mariyappan, Whole Time Director, Mr. Kancharla Naga Shashidhar, Chief Financial Officer and Ms. Saloni Jayati, Company Secretary & Compliance officer are the Key Managerial Personnel as on 31st March, 2026.

**Director liable to retire by rotation**

Pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Vinod Kumar Mariyappan (DIN:09704694), director, is liable to retire by rotation at the ensuing AGM of the Company and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment in the ensuing Annual General Meeting.

The Notice convening the ensuing AGM sets out the required details.

## 1. MEETING DETAILS

### a. Meeting of Board of Directors:

During the period under review, total of 13 Board meetings were held. The maximum time-gap between any two consecutive meetings did not exceed 120 days. The details of the Board meetings are:

| Date of Meetings | Basavaraju Kanakatte Shivakumar | Vinod Kumar Mariyappan | Mihir Kumar Pradhan | Aniruddh Kumar | Jayanthi Amarnath Bhagath | Dayananda Swamy Mallikarjunappa |
|---|---|---|---|---|---|---|
| 09.05.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 16.08.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 21.08.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 25.08.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 17.09.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 30.09.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 10.11.2025 | Yes | Yes | Yes | Yes | Yes | Yes |
| 14.01.2026 | Yes | Yes | Yes | Yes | Yes | Yes |
| 18.02.2026 | Yes | Yes | Yes | Yes | Yes | Yes |
| 04.03.2026 | Yes | Yes | Yes | Yes | Yes | Yes |
| 10.03.2026 | Yes | Yes | Yes | Yes | Yes | Yes |
| 16.03.2026 | Yes | Yes | Yes | Yes | Yes | Yes |
| 16.03.2026 | Yes | Yes | Yes | Yes | Yes | Yes |

### b. Number of Meetings of the shareholders

| Sl. No. | Type of Meeting | Date of Meeting |
|---|---|---|
| 1 | Extra Ordinary General Meeting | 15.05.2025 |
| 2 | Annual General Meeting | 20.08.2025 |
| 3 | Extra Ordinary General Meeting | 27.01.2026 |

The following Table gives the names and categories of Directors, and their attendance at the last Annual General Meeting held on 20.08.2025:

| S. No. | Name of the director | Designation | Whether attended the last year AGM |
|---|---|---|---|
| 01 | Basavaraju Kanakatte Shivakumar | Managing Director | Yes |
| 02 | Vinod Kumar Mariyappan | Whole Time Director | Yes |
| 03 | Mihir Kumar Pradhan | Chairman and Director | Yes |
| 04 | Aniruddh Kumar | Non – Executive Independent Director | Yes |
| 05 | Jayanthi Amarnath Bhagath | Non – Executive Independent Director | Yes |
| 06 | Dayananda Swamy Mallikarjunappa | Non – Executive Independent Director | Yes |

**COMMITTEES OF THE BOARD:**

**A. Audit Committee:**

**Following is the composition of the committee:**

| S. No. | Name | Designation in the company | Designation in the committee |
|---|---|---|---|
| 1 | Mr. Dayananda Swamy Mallikarjunappa | Independent Director | Chairman |
| 2 | Mr. Aniruddh Kumar | Independent Director | Member |
| 3 | Ms. Jayanthi Amarnath Bhagath | Independent Director | Member |
| 4 | Mr. Basavaraju Kanakatte Shivakumar | Managing Director | Permanent Invitee |

The Company Secretary and Compliance Officer along with Chief Financial Officer, shall be the part of the meetings of the Audit Committee, with the Company Secretary cum Compliance Officer of the Company would act as the secretary of the Audit Committee.

**B. Nomination & Remuneration Committee:**

**Following is the composition of the committee:**

| S. No. | Name | Designation in the company | Designation in the committee |
|---|---|---|---|
| 1 | Mr. Dayananda Swamy Mallikarjunappa | Independent Director | Chairman |
| 2 | Mr. Aniruddh Kumar | Independent Director | Member |
| 3 | Ms. Jayanthi Amarnath Bhagath | Independent Director | Member |
| 4 | Mr. Mihir Kumar Pradhan | Chairman & Executive Director | Member |

The Company Secretary and Compliance Officer of the Company would act as the secretary of the Nomination and Remuneration Committee.

**C. Stakeholder Relationship Committee:**

**Following is the composition of the committee:**

| S. No. | Name | Designation in the company | Designation in the committee |
|---|---|---|---|
| 1 | Mr. Dayananda Swamy Mallikarjunappa | Independent Director | Chairman |
| 2 | Mr. Basavaraju Kanakatte Shivakumar | Managing Director | Member |
| 3 | Mr. Mihir Kumar Pradhan | Chairman & Executive Director | Member |
| 4 | Mr. Vinod Kumar Mariyappan | Whole Time Director | Member |

The Company Secretary and Compliance Officer of the Company would act as the secretary of the Stakeholder Relationship Committee.

**D. Corporate Social Responsibility Committee:**

**Following is the composition of the committee:**

| S. No. | Name | Designation in the company | Designation in the committee |
|---|---|---|---|
| 1 | Mr. Dayananda Swamy Mallikarjunappa | Independent Director | Chairman |
| 2 | Mr. Basavaraju Kanakatte Shivakumar | Managing Director | Member |
| 3 | Mr. Mihir Kumar Pradhan | Chairman & Executive Director | Member |
| 4 | Mr. Vinod Kumar Mariyappan | Whole Time Director | Member |

The Company Secretary and Compliance Officer of the Company would act as the secretary to the Corporate Social Responsibility Committee.

**E. Internal operational Committee:**

**Following is the composition of the committee:**

| S. No. | Name | Designation in the company | Designation in the committee |
|---|---|---|---|
| 1 | Mr. Basavaraju Kanakatte Shivakumar | Managing Director | Member |
| 2 | Mr. Mihir Kumar Pradhan | Chairman & Director | Member |
| 3 | Mr. Vinod Kumar Mariyappan | Whole Time Director | Member |

During the year, all recommendations made by the Committees were approved by the Board. The following meetings were conducted during the financial year 2025-26:

| S. No. | Date of meeting | Strength | Number of members present |
|---|---|---|---|
| Audit committee | | | |
| 1 | 16.08.2025 | 4 | 4 |
| 2 | 25.08.2025 | 4 | 4 |
| 3 | 15.12.2025 | 4 | 4 |
| 4 | 16.02.2026 | 4 | 4 |
| Nomination and Remuneration Committee | | | |
| 1 | 16.08.2025 | 4 | 4 |
| Stakeholder Relationship Committee | | | |
| 1 | 16.02.2026 | 4 | 4 |
| Corporate Social Responsibility Committee | | | |
| 1 | 16.03.2026 | 4 | 4 |
| Internal Operational Committee | | | |
| 1 | 18.04.2025 | 3 | 3 |
| 2 | 22.07.2025 | 3 | 3 |
| 3 | 22.08.2025 | 3 | 3 |
| 4 | 19.09.2025 | 3 | 3 |
| 5 | 04.11.2025 | 3 | 3 |

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations, the Independent Directors met on 27th March 2026 without the presence of Non-Independent Directors and members of the management. During the meeting, the Independent Directors reviewed and evaluated the following:

a. The performance of Non-Independent Directors and the Board as a whole

b. The performance of the Chairman of the company, taking into account the views of Executive Directors and Non- Executive Directors

c. The quality, quantity and timelines of the flow of information between the Company's Management and the board that is necessary for the board to effectively and reasonably perform their duties

**BOARD EVALUATION**

In terms of the Policy for Evaluation of the Performance of the Board of the Company, the Board has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and Listing Regulations.

Performance evaluation is carried out in the following manner:

a. Evaluation of Independent Directors by the Board excluding the Independent Director being evaluated;

b. Evaluation of the Chairman/Non-Independent Directors by the Independent Directors excluding the Director being evaluated;

c. Evaluation of the Committees by the Board.

The Company recognizes that good corporate governance is a continuous exercise and requires everyone to raise their level of competency and capability to meet the expectations in managing the enterprise and its resources optimally with prudent ethical standards. Adherence to transparency, accountability, fairness and ethical standards are an integral part of the Company's function.

## PARTICULARS OF EMPLOYEES AND REMUNERATION

The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure – 1** and forms part of this Report.

## STATEMENT ON DECLARATION OF INDEPENDENT DIRECTORS

In terms of the provisions of section 149 of the Act, the independent directors on the Board of your Company as on the date of this report are Mr. Dayananda Swamy Mallikarjunappa, Mr. Aniruddh Kumar and Ms. Jayanthi Amarnath Bhagath.

The Company has received declaration pursuant to section 149(7) of the Act from all the independent directors stating that they meet the criteria of independence as provided in section 149(6) of the Act.

The independent directors have also confirmed compliance with the provisions of section 150 of the Act read with rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, relating to registration of their name in the independent director's databank of the Indian Institute of Corporate Affairs.

The Board of Directors of your Company have taken on record the said declaration and confirmation submitted by the independent directors after undertaking due assessment of the veracity of the same.

In the opinion of the Board, the independent directors fulfil the conditions specified in the Act as well as the Rules made thereunder and have complied with the code for independent directors prescribed in Schedule IV to the Act.

## FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

In compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a Familiarisation Programme for Independent Directors to familiarise them with their roles, rights and responsibilities as Directors, the operations of the Company, its business overview and other relevant matters, as per the Familiarisation Programme for Independent Directors Policy of the Company. This policy is available on the company's website at https://apsisaerocom.com/wp-content/uploads/2025/09/4.-Familiarisation-Programme-for-Independent-Directors.pdf.

**REMUNERATION POLICY:**

Your Company has in place the Remuneration Policy which provides for a whole gamut of compensation philosophy for rewarding and retaining talent. The policy is available on the Company's website at https://apsisaerocom.com/wp-content/uploads/2025/09/5.-Nomination-and-Remuneration-Policy.pdf.

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

The Company has not made any Investments during the year under review to any third party.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT:**

During the year the equity shares of the Company were listed on the SME Platform of the National Stock Exchange of India Limited (NSE Emerge).

**AUDITORS AND REPORT THEREON:**

**Statutory Auditor's report**

**M/s. YCRJ & Associates, Chartered Accountants with Firm Registration No. 006927S** were re-appointed as the statutory auditors of the Company by the members at the 3rd Annual General Meeting of the Company held on 20th August 2025 for five consecutive years from conclusion of the said AGM until the conclusion of the 8th AGM. Statutory Audit report for audited financial statements for the year ended March 31st, 2026, forms part of this annual report.

**Secretarial Auditor**

Pursuant to the provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **M/s. ABM & Associates, Practicing Company Secretaries with Firm Registration No. S2018KR612700** was appointed as the secretarial auditor of the Company for the financial year 2025-26.

**Internal Auditor's Report**

Pursuant to the provision of Section 138 of the Companies Act 2013 read with Companies (Accounts) Rules, 2014, M/S. MURALI & VENKAT Chartered Accountants, Firm Registration No. 002162S was appointed as Internal Auditor of the company for the last quarter of FY 2025-26 and for FY 2026–27. The Internal Auditor Report shall be submitted on a half yearly basis.

**COMMENT ON QUALIFICATION, RESERVATION AND ADVERSE REMARK OF AUDITORS**

**a) Auditors Report:**

The statutory auditor's report does not contain any qualifications, reservations, or adverse remarks or disclaimer.

**b) Secretarial Auditors Report:**

The Secretarial Audit Report in Form MR-3 for the financial year 2025-26 is annexed to this Directors' Report as **Annexure - 2**.

## DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Board under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a), extract of the annual return as on March 31, 2026 can be viewed at Website- https://apsisaerocom.com/investors-relation/.

## DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

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

## COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provision of Section 178(1) relating to the constitution of Nomination and Remuneration Committee is applicable to the Company, hence Company has devised a policy relating to appointment of Directors, payment of managerial remuneration, directors' qualifications, positive attributes, independence of directors and other related matters as provided under Section 178(3) of the Companies Act, 2013. Directors are paid remuneration commensurate to their qualification and involvement in managing the affairs of the company.

## MAINTENANCE OF COST RECORDS

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company during the year under review.

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:** Nil

## INTERNAL FINANCIAL CONTROL

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations.

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

### Conservation of Energy:

The Company continues to adopt appropriate measures to conserve energy and minimize its consumption across its operations. The Company has requisite checks and balances in place to ensure efficient utilization of energy and to optimize power consumption. During the year under review, the Company continued to implement measures aimed at improving energy efficiency and reducing unnecessary energy consumption.

**TECHNOLOGY ABSORPTION:**

During the year under review, the Company undertook various efforts towards technology absorption, process improvement and innovation in its operations. These initiatives have contributed to improvements in product quality, operational efficiency, cost optimization and productivity. The Company continues to evaluate and adopt appropriate technologies and processes to enhance its manufacturing capabilities and operational effectiveness.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

| Particulars | 2024-25 (Amount in INR (Lakhs)) | 2025-26 (Amount in INR (Lakhs)) |
|---|---|---|
| Earnings in foreign Exchange (Value of Exports on FOB basis) | 20.66 | 2.56 |
| Foreign Exchange outgo (Expenditure in foreign currency) (Includes Both raw materials and Capital Goods) | 189.04 | 545.49 |

**RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year 2025-26 were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure 3** in Form AOC-2 and forms part of this report.

**COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company is in compliance with all the applicable mandatory secretarial standards issued by Institute of Company Secretaries of India (ICSI).

**COMPANY'S POLICIES**

The Company has adopted all the policies, codes and frameworks as required under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including but not limited to the Nomination and Remuneration Policy [Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR], Vigil Mechanism/Whistle Blower Policy [Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI LODR], Related Party Transactions Policy [Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR], Policy on Determination of Materiality of Events and Information [Regulation 30 of SEBI LODR], Policy for Preservation of Documents [Regulation 9 of SEBI LODR], Archival Policy [Regulation 30(8) of SEBI LODR], Code of Conduct for Directors and Senior Management [Regulation 26(3) of

SEBI LODR], Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prevention of Insider Trading [SEBI (Prohibition of Insider Trading) Regulations, 2015], among other applicable policies and codes.

All such policies and codes are in force, periodically reviewed by the Board of Directors, and are hosted on the website of the Company for the information of stakeholders at https://apsisaerocom.com/investors-relation/.

## GRIEVANCE REDRESSAL MECHANISM [SEBI COMPLAINTS REDRESS SYSTEM (SCORES)]:

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are the centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

The Company had received no complaints on the SCORES during the financial year 2025-26.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under the SEBI Listing Regulations forms part of the Annual Report, attached as **Annexure - 4** of this report.

## DETAILS OF DEPOSITS

Your Company has not accepted any deposits under Chapter V of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review. Details of deposits not in compliance with the requirements of the Act: Since the Company has not accepted any deposits during the Financial Year ended 31st March 2026, there has been no non-compliance with the requirements of the Act. Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company has filed with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

## CORPORATE GOVERNANCE

The Equity Shares of the Company are listed on the SME platform (NSE-emerge) of NSE Limited. Pursuant to Regulation 15(2) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the compliance with the Corporate Governance provision as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulations (2) of regulation 46 and par as C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 shall not apply. Hence, Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

## DISCLOSURES RELATING TO EQUITY SHARES

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### A. SWEAT EQUITY:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### B. BONUS SHARES:

Pursuant to the approval of the shareholders at the Annual General Meeting held on Wednesday, 20th August 2025, the Company issued and allotted 78,22,152 fully paid-up equity shares of face value INR 10/- each as bonus shares by capitalizing a sum of INR 7,82,21,520 (Rupees Seven Crore Eighty-Two Lakh Twenty-One Thousand Five Hundred and Twenty only) from the free reserves of the Company, in the ratio of 8 (Eight) bonus equity shares for every 1 (One) existing equity share held by the shareholders.

### C. EMPLOYEES STOCK OPTION PLAN (ESOP):

The Company does not have any Employee Stock Option Scheme or Employee Stock Purchase Scheme. Hence no information as per the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

## CORPORATE SOCIAL RESPONSIBILITY

In pursuant to Section 135 of the Companies Act, 2013 read with rules framed there under a CSR Policy to ensure Social Responsibilities have been adopted.

The CSR Policy has been uploaded on the website of the Company at following link: https://apsisaerocom.com/wp-content/uploads/2025/09/3.-Corporate-Social-Responsibility Policy.pdf.

In view of the profits and turnover of the company, your Company was required to undertake CSR projects during the year 2025-26 under the provisions of section 135 of the Companies Act, 2013 and the rules made their under. As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken various activities, which are in accordance with CSR Policy of the Company and Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as "***Annexure-5***".

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

The company has never made any one-time settlement against the loans obtained from Banks and Financial Institution and hence this clause is not applicable.

## HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The competency development of our employees continues to be a key area of strategic focus for us. The management is keen to continuously improve hiring practices, and improve the quality of the team across all functions. Furthermore, the Company has an increasing focus on internal training, external upskilling and team building activities that help maintain a culture of company, innovation and motivation within the organization.

This continual pursuit has led to high retention rates among employees. Your company believes and recognises the employees as asset of the Company. In order to ensure smooth functioning, maintain employees' overall data in one place, viz. attendance, leave records, declarations, leaves etc.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In accordance with provisions of Regulation 34(2)(f) of SEBI Listing Regulations the Company being SME listed, requirement of Business Responsibility and Sustainability Report is not applicable to the Company.

## ACKNOWLEDGEMENTS:

The Directors express their appreciation for the continued support and cooperation received by the company from its Customers, Bankers, Shareholders, Suppliers, Business Partners, Financial Institutions and the Central and State Governments. The Directors also express their gratitude and sincere appreciation to all the employees of the company for their contribution, hard work and commitment.

**By Order of the Board**
**For and on behalf of APSIS AEROCOM LIMITED**

| | |
|---|---|
| **Mr. Basavaraju KS** | **Mr. Mihir Kumar Pradhan** |
| **Managing Director** | **Chairman & Director** |
| **DIN: 09704693** | **DIN: 09704695** |

**Date: August 29, 2026**
**Place: Bangalore**

# ANNEXURE - 1

# DETAILS OF REMUNERATION OF DIRECTORS, KMP's AND EMPLOYEES AND COMPARATIVES

**(Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014) as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016**

**a) Ratio of remuneration of each director to the median remuneration of the employees and percentage increase in remuneration:**

| Sl No. | Name of the Director | Designation | Ratio of remuneration to Median Remuneration | % of increase/ Decrease in Remuneration Y-O-Y |
|---|---|---|---|---|
| 1 | Basavaraju Kanakatte Shivakumar | Managing Director | 21.84 | 118.25% |
| 2 | Vinod Kumar Mariyappan | Whole Time Director | 17.36 | 91.38% |
| 3 | Mihir Kumar Pradhan | Chairman and Executive Director | 16.86 | 112% |
| 4 | Aniruddh Kumar* | Non-Executive Independent Director | 1.18 | - |
| 5 | Jayanthi Amarnath Bhagath* | Non-Executive Independent Director | 1.18 | - |
| 6 | Dayananda Swamy Mallikarjunappa* | Non-Executive Independent Director | 1.18 | - |

*These Directors held their respective offices only for part of the year and hence the percentage of increase of remuneration in these cases is not comparable with that of the previous year.

The Non-Executive Independent Directors were paid remuneration by way of sitting fees for attending the Board/Committee Meetings.

The remuneration to the Executive Director and Key Managerial Personnel (KMP) does not include provisions made for gratuity and compensated absences, as they are obtained on an actuarial basis for the Company as a whole.

| Sl No. | Name of the KMP | Designation | Ratio of remuneration to Median Remuneration | % of increase/ Decrease in Remuneration Y-O-Y |
|---|---|---|---|---|
| 1 | Kancharla Naga Shashidhar | Chief Financial Officer | 6.29 | NA# |
| 2 | Saloni Jayati | Company Secretary & Compliance Officer | 3.08 | NA# |

#KMP held his respective office only for part of the year and hence the percentage of increase/ decrease of remuneration in this case is not comparable.

| | | |
|---|---|---|
| 1 | Percentage increase / (decrease) in median remuneration of employees in the financial year | The median remuneration of employees increased from INR 2,35,684, as of March 31, 2025 to INR 2,40,803 as at March 31, 2026, representing an increase of 2.17%. |
| 2 | Number of permanent employees on the rolls of the Company | There were 97 permanent employees on the rolls of company as on March 31, 2026. |
| 3 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | The average percentile increase in employee remuneration other than managerial personnel was 2.71%. The percentile increase in managerial remuneration was 64.06%.<br>JUSTIFICATION:<br>• Lead Business Expansion & Unit II Development<br>• Drive Business Growth & Financial Performance<br>• Strengthen Operational Excellence & Governance<br>• Build Long-Term Organizational Capability |
| 4 | The key parameters for any variable component of remuneration availed by the directors; | Not Applicable |
| 5 | The Company affirms remuneration is as per the Remuneration Policy of the Company. | |
| 6 | The median remuneration of employees during the financial year 2025-26 was INR 2,40,803.00 | |

b) Remuneration of top ten employees:

| Sr. No. | Name of Employee | Designation | Remuneration Received | Nature of employment | Qualification | Experience (years) | Date of Commencement of employment | Age (years) | Last em-ployment | percent-age of equity shares held | Any relation with any director or manager of the company |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Basavaraju K S | Managing Director | 52,60,000 | Permanent | Non – formal training in General Machinist at the NTTF, Bangalore followed by 12-month Industrial Training | 17 years | 16-08-2022 | 38 | Delcam Software India Private Limited | 26.21 | Brother of Mr. KS Shashidhar (Production and Engineering Head) |
| 2 | Mihir Kumar Pradhan | Chairman and Executive Director | 41,80,000 | Permanent | Post Diploma in Plastics Mould Technology | 20 Years | 16-08-2022 | 50 | Autodesk India Private Limited. | 26.21 | No |
| 3 | Vinod Kumar M | Whole Time Director | 40,60,000 | Permanent | National Apprenticeship Certificate in the trade of 'Tool and Die making" from NTTF, Bangalore | 4 years | 16-08-2022 | 38 | Nash Industries | 20.39 | No |
| 4 | K S Shashidhar[1] | Production and Engineering Head | 19,31,780 | Permanent | SSLC | 14 years | 01-11-2022 | 36 | Not available [2] | 0.01 | Brother of Mr. Basavaraju K S (Managing dircetor) |
| 5 | Kancharla Naga Shashidhar | Chief Financial Officer | 15,15,000 | Permanent | Chartered Accountant | 4 | 11-03-2025 | 28 | Winfinith Marketing Pvt Ltd. | NA | No |
| 6 | Nandeesh S J | Purchase Head | 13,46,212 | Permanent | B.E. (Mechanical Engineering) | 15 | 01-11-2022 | 38 | Garuda Aerotech | NA | No |
| 7 | E Rukesh Kumar Reddy | Assistant Manager-Quality | 9,62,291 | Permanent | B-Tech (Mechanical Engineering) | 7.5 | 01-11-2022 | 28 | Tata Advanced Systems Limited – SEZ- Unit - II | NA | No |
| 8 | Devindra Rathod | Senior Production Engineer | 8,19,400 | Permanent | Diploma in Mechanical Engineer | 20 | 11-03-2024 | 50 | Jsun CNC Solution Pvt Ltd | NA | No |
| 9 | Devaraju C | Quality Head and MR | 7,43,710 | Permanent | B-E Mechanical Engineer | 24 | 10-11-2025 | 45 | Tigma Precision Engineer Pvt Ltd | NA | No |

1. He is the brother of Mr. Basavaraju K S, Managing Director of the company.
2. He has been associated with the Company since 2012, when he commenced his professional career with the erstwhile partnership firm, Apsis Latitude.

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 10 | Saloni Jayati | Company Secretary & Compliance Officer | 7,42,678 | Permanent | Company Secretary | 3 | 01-02-2025 | 28 | VVS and associates | NA | No |

None of the top ten employees in terms of remuneration are contractual employees of the Company.

Except Mr. K. S. Shashidhar, none of the top ten employees in terms of remuneration are relatives of any of the Directors of the Company, as defined under Section 2(77) of the Companies Act, 2013.

**By Order of the Board**
**For and on behalf of APSIS AEROCOM LIMITED**

**Mr. Basavaraju KS**
**Managing Director**
**DIN: 09704693**

**Mr. Mihir Kumar Pradhan**
**Chairman & Director**
**DIN: 09704695**

**Date: August 29,2026**
**Place: Bangalore**

# ANNEXURE - 2

## From No. MR-3

## SECRETARIAL AUDIT REPORT
## FOR THE FINANCIAL YEAR ENDED 31.03.2026

[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,
Apsis Aerocom Limited
(Formerly known as Apsis Aerocom Private Limited)
Plot No.392/1, 10th Cross Road, IV Phase Peenya Industrial Area, Bangalore, Karnataka, India, 560058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by APSIS AEROCOM LIMITED. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ("The Company") for the financial year ended on March 31$^{st}$, 2026, according to the provisions of:

- **i.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- **ii.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- **iii.** The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- **iv.** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not applicable during the audit period)
- **v.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - **a)** The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

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

**d)** The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021; ***Not Applicable during the audit period***

**e)** The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

**f)** The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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

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

**i)** *SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;*

**vi.** Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management: We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with Stock Exchange(s)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards,

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.
- Adequate notice was given to all directors. While the agenda and detailed notes were generally sent at least seven days in advance, certain meetings were convened at shorter notice when necessary and in compliance with legal requirements.
- All the decisions at the Board Meeting and Committee Meetings are carried out by Majority, as recorded in the minutes.
- The Compliances of applicable financial laws, like Direct and Indirect Tax laws, ESI, PF & Labor Laws, have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditor and other designated professionals.
- We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

- We further report that during the Audit Period, the Company has undertaken the above-mentioned specific event/action that can have a major bearing on the Company's compliance responsibility in pursuance of the above-mentioned laws, rules, standards, etc.:

Pursuant to the shareholders' approval granted at the General Meeting on August 20, 2025, the Company successfully completed its Initial Public offering (IPO) by issuing 32,52,000 (Thirty Two lakhs and Fifty Two Thousand) equity shares with a face value of `10/- (Rupees Ten only) in the Meeting of Board of Directors of the Company held on August 16th ,2025, by way of listing its securities on SME platform (NSE Emerge) on March 18 ,2026.

Date: 08.07.2026
**Place: Mysuru**

**For ABM & ASSOCIATES**
Firm Reg No: S2018KR612700

**Ajay Madaiah BB**
Membership No: A28904
CP No: 16899
UDIN: A028904H000785431
Peer Review C No: 4224/2023

*Note: This report is to be read with my letter even date which is annexed below hereto and forms an integral part of this report*

To,
The Members,
Apsis Aerocom Limited
(Formerly known as Apsis Aerocom Private Limited)
Plot No.392/1, 10th Cross Road, IV Phase Peenya Industrial Area, Bangalore, Karnataka, India, 560058

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

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

Date: 08.07.2026
**Place: Mysuru**

**For ABM & ASSOCIATES**
Firm Reg No: S2018KR612700

**Ajay Madaiah BB**
Membership No: A28904
CP No: 16899
UDIN: A028904H000785431
Peer Review C No: 4224/2023

# ANNEXURE - 3

# FORM NO. AOC-2

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

**The details of transactions entered into with the related parties in form AOC-2 in terms of the provision of section 188(1) including certain arm's length transactions**

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

| | | |
|---|---|---|
| a | Name (s) of the related party & nature of relationship | Nil |
| b | Nature of contracts/arrangements/transaction | Not Applicable |
| c | Duration of the contracts/arrangements/transaction | Not Applicable |
| d | Salient terms of the contracts or arrangements or transaction including the value, if any | Not Applicable |
| e | Justification for entering into such contracts or arrangements or transactions' | Not Applicable |
| f | Date of approval by the Board | Not Applicable |
| g | Amount paid as advances, if any | Nil |
| h | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | Not Applicable |

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

| | | |
|---|---|---|
| a | Name (s) of the related party & nature of relationship | Acuity Engineering |
| b | Nature of contracts/arrangements/transaction | Purchases and Expenses |
| c | Duration of the contracts/arrangements/transaction | The contract or arrangement shall be on a continuous basis throughout the year |
| d | Salient terms of the contracts or arrangements or transaction including the value, if any | Rs. 1,00,00,000 and the transaction is of ordinary course of business at arm's length basis |
| e | Date of approval by the Board, if any | 16.08.2025 |
| f | Amount paid as advances, if any | Nil |

**By Order of the Board**
**For and on behalf of APSIS AEROCOM LIMITED**

**Mr. Basavaraju KS**
**Managing Director**
**DIN: 09704693**

**Mr. Mihir Kumar Pradhan**
**Chairman & Director**
**DIN: 09704695**

**Date: August 29,2026**
**Place: Bangalore**

# Annexure - 4

# Management Discussion and Analysis Report

## Global Economy

### ECONOMIC OVERVIEW

The global economy during CY 2025 and extending into CY 2026 evolved from a phase of uneven recovery into a more challenging environment characterized by geopolitical uncertainties, shifting trade policies and fluctuations in energy markets. Global GDP growth for CY 2026 is expected to remain around 3.1%, while inflationary pressures and commodity price movements continue to influence international trade, investment activity and monetary policy across major economies. Although inflation has eased compared to previous years, persistent geopolitical risks and supply chain disruptions have sustained uncertainty in global energy markets, prompting cautious policy responses and increased financial market volatility.

These evolving conditions have accelerated the transformation of global manufacturing and supply chain strategies. Businesses are increasingly focusing on diversifying production locations through regional manufacturing hubs, 'China Plus One' strategies and supplier network optimization to strengthen resilience and improve operational flexibility. Consequently, emerging economies with robust manufacturing capabilities, expanding domestic markets and favourable policy environments are becoming increasingly significant in global supply chains.

India further strengthened its position as one of the world's fastest-growing major economies, recording real GDP growth of approximately 7.4%–7.8% during FY 2025–26. Economic expansion was supported by strong domestic consumption, sustained government capital expenditure and manufacturing-led policy initiatives. Programmes such as the Production Linked Incentive (PLI) Scheme and Atmanirbhar Bharat continued to enhance domestic manufacturing capabilities, while ongoing investments in infrastructure, logistics and industrial development reinforced India's attractiveness as a preferred destination for long-term manufacturing investments and global supply chain diversification.

*Sources: IMF World Economic Outlook (April 2026); Ministry of Statistics and Programme Implementation (MOSPI); Reserve Bank of India; Union Budget FY 2026-27; Invest India.*

## INDUSTRY OVERVIEW

### Aerospace and Defence Industry

The global aerospace and defence (A&D) industry is witnessing a sustained structural expansion cycle, driven by the simultaneous growth of commercial aviation and defence modernisation initiatives. Commercial passenger traffic has surpassed pre-pandemic levels and is projected to exceed 10 billion passengers by CY 2026. At the same time, increasing geopolitical priorities and evolving security considerations continue to support elevated defence spending and investments in next-generation capabilities, including autonomous systems, unmanned aerial platforms, hypersonic technologies and software-enabled defence ecosystems. Large OEM order backlogs extending well into the next decade continue to support demand across precision manufacturing, specialised tooling, components and aftermarket ecosystems.

The industry is also undergoing significant transformation across technology, maintenance and supply-chain models. Artificial Intelligence (AI) and emerging agentic AI applications are progressing from pilot programmes towards wider deployment across operational planning, logistics, predictive maintenance, autonomous navigation and decision-support systems. Industry estimates suggest that approximately 36% of industrial manufacturing activities could benefit from AI-enabled augmentation, highlighting the growing role of intelligent systems across aerospace operations and manufacturing environments. AI adoption is increasingly extending to maintenance diagnostics, inventory optimisation and aftermarket support, contributing to improved operational efficiency and asset utilisation.

The global aftermarket ecosystem continues to remain one of the industry's most resilient growth segments. Increasing fleet utilisation and aircraft delivery delays have extended maintenance cycles and strengthened demand for Maintenance, Repair and Overhaul (MRO) services, with engine platforms expected to account for an increasing share of future maintenance activity. Aftermarket offerings are also evolving beyond traditional repair models towards integrated lifecycle support ecosystems encompassing engineering modifications, digital solutions and predictive support services.

At the same time, supply-chain resilience has emerged as a strategic priority across the A&D ecosystem. Raw material constraints, production bottlenecks and geopolitical uncertainty have highlighted vulnerabilities across supplier networks. In response, OEMs are increasingly investing in supplier development, digital visibility tools, multi-country manufacturing footprints and lower-tier ecosystem strengthening initiatives to improve reliability and mitigate concentration risks. These developments are increasing the strategic importance of trusted manufacturing ecosystems capable of delivering precision, quality and scale.

India is increasingly emerging as a strategic participant in this evolving landscape. The country's aerospace ecosystem is moving beyond conventional buyer-supplier relationships towards deeper co-development and localised manufacturing models. Strategic initiatives such as the Airbus-Tata C-295 programme and Safran's LEAP engine MRO and assembly ecosystem reflect a broader transition towards technology transfer and domestic capability creation. Expanding regional connectivity initiatives under UDAN, airport infrastructure development and increasing investments in MRO capabilities are further strengthening India's integration into global aerospace value chains. At the same time, defence indigenisation programmes and offset-led technology transfer initiatives continue to strengthen domestic manufacturing capabilities and create long-term opportunities across precision engineering and aerospace component ecosystems.

Collectively, the convergence of aviation growth, defence modernisation, digital transformation, aftermarket expansion and supply-chain diversification is reshaping the global A&D landscape. As manufacturing footprints continue to evolve, India is increasingly positioning itself as a strategic and cost-competitive partner within the global aerospace and defence value chain.

*Sources: Deloitte Aerospace & Defence Industry Outlook 2026; Aviation Week Forecast; International Data Corporation (IDC); Ministry of Civil Aviation; Industry Reports and Company Announcements.*

**Precision Engineering Industry**

Global manufacturing is undergoing a rapid transformation, driven by automation, digitalisation, electrification and changing supply-chain dynamics. As products become more complex and technologically advanced, the demand for highly engineered components offering precision, reliability and consistent performance continues to increase.

Precision engineering has emerged as a key enabler across diverse sectors, including automotive, aerospace and defence, electronics, industrial machinery, healthcare and renewable energy. The industry is gradually moving beyond conventional machining towards automated and digitally integrated manufacturing ecosystems, supported by advanced process capabilities, real-time monitoring and intelligent production systems. With quality, precision and operational efficiency becoming increasingly important competitive differentiators, precision engineering capabilities are gaining greater strategic significance globally.

The global precision engineering market, valued at over USD 100 billion, is expected to maintain steady long-term growth, supported by investments in advanced manufacturing technologies and high-performance industrial applications. While developed economies continue to drive technological innovation, the Asia-Pacific region remains a leading global manufacturing hub. India, meanwhile, is emerging as an attractive destination for precision manufacturing, supported by favourable government policies, localisation initiatives, infrastructure development and its increasing integration with global supply chains.

**INDUSTRY OUTLOOK**

Looking ahead, the precision engineering industry is expected to increasingly embrace hybrid manufacturing approaches, combining additive manufacturing with conventional machining processes to enhance flexibility, efficiency and pro duct cap abilities. The ado ption of AI-enabled predictive maintenance, automation-driven efficiencies and di gitally in tegrated manufacturing ecosystems is expected to further transform production environments. While high capital requirements and the availability of skilled talent continue to remain key challenges, strong structural demand drivers and increasing investments in advanced manufacturing are expected to support the industry's long-term growth prospects.

*Sources: Grand View Research – Precision Machining Market Report, Fortune Business Insights – Precision Machining Market, Imarc Group - India Precision Engineering Market, Invest India –Manufacturing & Engineering Ecosystem, Make in India – Manufacturing Initiatives, https://www.dcmsme.gov.in/tcsp/tp/TCSP_P3%20TP%20TOR%20Precision%20Eng.pdf.*

## Company Overview

**APSIS AEROCOM LIMITED** (formerly known as **APSIS AEROCOM PRIVATE LIMITED**) is a precision engineering and manufacturing company specializing in the production of high-precision machined components for the **Aerospace, Defence, Healthcare, and other industrial sectors**. The Company is recognized for delivering advanced manufacturing solutions through innovative process design, engineering expertise, and state-of-the-art technologies.

APSIS AEROCOM offers comprehensive end-to-end manufacturing solutions, beginning with customer drawing interpretation and extending through CAD/CAM programming, material selection, process planning, precision machining, surface finishing, quality inspection, assembly, and final product delivery. This integrated approach enables the Company to consistently deliver high-quality, reliable, and precision-engineered components that meet stringent industry standards.

As of **31 March 2026**, the Company operates **two modern manufacturing facilities** with a combined built-up area of **31,000 sq. ft.** These facilities are equipped with advanced manufacturing capabilities and serve a diverse portfolio of domestic and international OEMs. With a strong commitment to quality, operational excellence, and on-time delivery, APSIS AEROCOM continues to strengthen its position as a trusted manufacturing partner for mission-critical applications across multiple industries.

## Financial Performance

The Company reported **total revenue of ₹30.75 crore** in FY 2025-26, compared with **₹20.57 crore** in FY 2024-25, representing a significant **growth of 49.5%**.

**EBITDA** increased to **₹11.44 crore** in FY 2025-26 from **₹10.21 crore** in the previous financial year.

**Profit Before Tax (PBT)** rose to **₹10.30 crore** in FY 2025-26 from **₹8.94 crore** in FY 2024-25, registering a **growth of 15.21%**.

**Profit After Tax (PAT)** increased from **₹6.60 crore** in FY 2024-25 to **₹7.51 crore** in FY 2025-26, reflecting a **year-on-year growth of 13.8%**. Correspondingly, the Company's **Basic Earnings Per Share (EPS)** for FY 2025-26 stood at **₹8.40**.

The Company's strong financial performance highlights its operational resilience, efficient execution capabilities, and commitment to sustainable growth while maintaining healthy profitability.

## Initial Public Offering

The Company successfully completed its Initial Public Offering (IPO) and was listed on the **NSE EMERGE** platform through a **fresh issue of equity shares**.

Pursuant to the IPO, the Company issued **32,52,000 equity shares** at an **issue price of ₹110 per equity share**, comprising a **face value of ₹10 per share** and a **securities premium of ₹100 per share**. The successful listing marks a significant milestone in the Company's growth journey and is expected to strengthen its capital base, enhance corporate visibility, and support its long-term strategic expansion plans while creating value for all stakeholders.

## Key Ratios

During FY 2025–26, the Company further strengthened its financial position, supported by improved liquidity, a stronger capital structure, and enhanced working capital management.

The **Current Ratio** increased significantly from **1.16** in FY 2024–25 to **3.94** in FY 2025–26, primarily due to higher cash inflows from the Initial Public Offering (IPO), improved collections from customers, and stronger overall cash flows.

The **Inventory Turnover Ratio** improved from **4.29** to **4.59**, reflecting better inventory management and operational efficiency.

The Company's capital structure also strengthened during the year, with the **Debt-Equity Ratio** declining from **0.16** to **0.09**, mainly on account of an increase in share capital following the IPO.

(In %)

| Ratios | F Y 2025-26 | F Y 2024-25 | Variance |
|---|---:|---:|---:|
| Trade Receivable Turnover Ratio | 7.86 | 8.86 | (9) |
| Inventory Turnover Ratio | 4.59 | 4.29 | 7 |
| Trade Payables Turnover Ratio | 2.98 | 1.78 | 67 |
| Current Ratio | 3.94 | 1.16 | 241 |
| Debt- Equity Ratio | 0.09 | 0.16 | (48) |
| Net Profit Margin | 24.51 | 32.23 | (24) |

## Internal Control Systems and their adequacy

The Company has established an adequate system of internal controls commensurate with the nature, size, and complexity of its business operations. These controls are designed to ensure the orderly and efficient conduct of business, safeguarding of assets, accuracy and reliability of financial reporting, compliance with applicable laws and regulations, and the prevention and detection of fraud and errors.

The Company is in the process of implementing the SAP Enterprise Resource Planning (ERP) system to integrate its key business functions, including operations, accounting, financial reporting, and other critical processes. The implementation of SAP is expected to further strengthen the Company's internal control framework by enhancing process standardization, automation, and transparency.

During the financial year 2026–27, the Company expects to transition its core business processes to the SAP-based ERP platform, replacing the existing operational processes. The new system is expected to strengthen the Company's IT infrastructure, streamline customer onboarding, improve regulatory compliance, enhance operational efficiency, and support the timely execution of business activities.

The Company remains committed to periodically reviewing and strengthening its internal control systems to ensure their continued adequacy, effectiveness, and alignment with evolving business requirements and applicable regulatory standards.

## Human Resources

We firmly believe that our employees are the foundation of our success and growth. Our Human Resources strategy is designed to attract, retain, and nurture the best talent, ensuring that every individual contributes effectively to achieving our business objectives.

As of March 31, 2026, our Company employed approximately 97 individuals, forming a skilled and versatile workforce across key functions, including Business Development, Finance & Accounts, Production & Engineering, Purchase, and Human Resources.

During the year, the Company continued to strengthen its workforce by hiring experienced professionals to enhance organizational systems, support operational excellence, and meet the growing demands of the business. These strategic hires have further reinforced the Company's capabilities and positioned it to sustain its growth trajectory

## Future Outlook

Looking ahead, we remain optimistic about the Company's growth prospects.

Our immediate priorities include:

- Successful commissioning and ramp-up of Unit-II.
- Enhancing manufacturing productivity and capacity utilization.
- Expanding our customer base across Defence, Aerospace, and Healthcare sectors.
- Accelerating new product development and technology initiatives.

We expect Unit-II to play a pivotal role in driving future growth, improving economies of scale, and enhancing operating leverage.

Supported by a healthy order book, strong customer relationships, growing market opportunities, and enhanced manufacturing capacity, we anticipate strong business momentum during FY 2026-27.

We remain focused on delivering sustainable growth while continuing to create long term value for all stakeholders.

Despite short-term margin pressures arising from strategic investments, the Company's fundamentals remain strong, supported by a healthy balance sheet, positive cash flows, robust order visibility, and a clear roadmap for long-term growth.

# Annexure - 5

## Report on Corporate Social Responsibility for the Financial Year 2025-26

Apsis Aerocom Limited (hereinafter referred to as 'the Company') believes in integrating its business model with the social welfare of people and society in which it operates.

**1. A brief outline on CSR policy of the Company:**

The CSR Policy of the Company outlines multiple areas covered under Schedule VII of Companies Act, 2013 read with rules made thereunder, as amended with an objective to increasingly contribute to activities that are beneficial to the society and community at large, chart out a mechanism for undertaking CSR Activities, engage with Company's key stakeholders in matters related to CSR activities and align / sync the activities undertaken by the company with the applicable law.

**2. Composition of the CSR Committee**

| S. No. | Name of Director | Designation/ Nature of Directorship | No. of meetings of CSR Committee held during the year | No. of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Mr. Dayananda Swamy Mallikarjunappa | Non – Executive Independent Director - Chairman | 1 | 1 |
| 2 | Mr. Basavaraju Kanakatte Shivakumar | Managing Director | 1 | 1 |
| 3 | Mr. Mihir Kumar Pradhan | Chairman & Executive Director | 1 | 1 |
| 4 | Mr. Vinod Kumar Mariyappan | Whole Time Director | 1 | 1 |

**3.** Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: https://apsisaerocom.com/investors-relation/.

**4.** The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: Not applicable

**5.** Average net profit of the Company as per Section 135(5): (In Lakhs)

| Particulars | 31st March 2025 | 31st March 2024 | 31st March 2023 |
|---|---|---|---|
| Profit under section 198 | 896.82 | 306.59 | 39.31 |

(a) Average net profit: INR 414.24 Lakhs

(b) Two percent of the average net profit of the Company as per Section 135 (5): INR 8.28 Lakhs

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

(d) Amount required to be set off for the financial year, if any- Nil

(e) Total CSR obligation for the financial year (b+c-d): INR 8.28 Lakhs

**6.** (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): INR 7.50 Lakhs (Indian Rupees Seven Lakhs and Fifty Thousand only)

(b) Amount spent in Administrative Overheads.: Nil

(c) Amount spent on Impact Assessment, if applicable.: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)].: INR 7.50 Lakhs (Indian Rupees Seven Lakhs and Fifty Thousand only)

(e) CSR amount spent or unspent for the Financial Year:

| Total amount spent for the Financial Year (in INR lakhs.) | Amount Unspent (INR in Lakhs) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount | Date of Transfer | Name of the fund | Amount | Date of transfer |
| 7.50 | Nil | NA | PM Cares Fund | 0.78 | To be transferred before 30th September 2026. |

(f) Excess amount for set-off, if any:

| Sr. No. | Particular | Amount (in INR in Lakhs) |
|---|---|---|
| 1 | Two percent of average net profit of the company as per sub-section (5) of section 135 | 8.28 |
| 2 | Total amount spent for the financial year | 7.50 |
| 3 | Excess amount spent for the Financial Year [(ii)-(i)] | Nil |
| 4 | Surplus arising out of the CSR projects or programmes or activities of the previous Financial years, if any | Nil |
| 5 | Amount available for set off in succeeding financial years [(iii)-(iv)] | Nil |

**7.** Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years**:**

| Sr No | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (In Rs.) | Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.) | Amount spent in the reporting Financial Year (in Rs.). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | Amount remaining to be spent in succeeding financial years (in Rs.) | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|
| | | | | | Amount (in Rs.) | Date of transfer | | |
| Not Applicable | | | | | | | | |

**8.** Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:

**Yes** ✓ **No**

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

For and on behalf of Apsis Aerocom Limited

For and on behalf of CSR Committee

**Basavaraju Kanakatte Shivakumar**
Managing Director
DIN: 09704693

**Dayananda Swamy Mallikarjunappa**
Chairperson of CSR Committee

**Date: August 29,2026**
**Place: Bangalore**

# INDEPENDENT AUDITOR'S REPORT

To The Members of
**Apsis Aerocom Limited**
**(Formerly known as Apsis Aerocom Private Limited)**

## Report on the Financial Statements

### Opinion

We have audited the accompanying financial statements of **M/s. Apsis Aerocom Limited (Formerly known as Apsis Aerocom Private Limited) (CIN: L29309KA2022PLC164926)**, ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 the (Accounting Standards) Rules, 2021, as amended, ("AS") and the relevant rules issued thereunder, of the state of affairs of the Company as at March 31, 2026, and its profit, and cash flows for the year ended on that date.

### Basis for opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditors' 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 made there under, 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 on the financial statements.

### Key Audit Matters

Key audit matters are those matters that in our professional judgement were of most significance in our audit of the 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Assessment of Trade Receivables and Trade Payables (including Advances Received and Paid) | |
|---|---|
| Description of Key Audit Matter | Principal Audit Procedures: |
| The Company carries balances of trade receivables and trade payables (including advances received and paid) on its balance sheet as part of its regular business operations. We identified the assessment of these balances as a key audit matter due to the nature of the underlying transactions and the processes followed by the Company for recording, monitoring, and reconciling these balances.<br><br>The assessment of these balances involves established internal processes relating to invoicing, verification, periodic reconciliation, monitoring of outstanding balances, and obtaining confirmations from customers and vendors. The Company also follows a defined process for considering deemed confirmations where external responses are not received within the applicable statutory or contractual timelines.<br><br>The assessment of these balances involves consideration of factors such as payment history, business transactions, outstanding balance, and information available from the Company's records. Accordingly, appropriate evaluation of these balances and related disclosures is important to ensure their proper presentation in the financial statements | Our audit approach included evaluating relevant internal controls and performing substantive audit procedures. Specifically, we performed the following.<br><br>Evaluated the internal control processes relating to invoicing, verification, monitoring, and periodic reconciliation of trade receivable and trade payable balances.<br><br>Assessed the Company's procedures for obtaining direct balance confirmations from customers and vendors.<br><br>Reviewed the Company's process for following up on confirmation requests and considering deemed confirmations where direct responses were not received within the applicable timelines.<br><br>Evaluated the consistent application of the Company's established policies and procedures in respect of outstanding and unconfirmed balances.<br><br>Performed substantive procedures over selected balances and transactions to assess their existence, accuracy, completeness, and appropriate presentation.<br><br>Reviewed the Company's assessment of outstanding balances and the related provisions and adjustments, where applicable |

<table>
<tr><th colspan="2">Assessment of Inventory valuation</th></tr>
<tr><td>

<u>Description of the Matter:</u>

As at the balance sheet date, the Company holds significant inventory comprising raw materials, work-in-progress, and finished goods. The valuation of inventory has been identified as a Key Audit Matter on account of the inherent complexities and the degree of management judgement involved in the cost allocation process.

In accordance with Accounting Standard (AS) 2 "Valuation of Inventories," the Company measures its inventory at the lower of cost and net realisable value (NRV). Cost is determined on an actual cost basis allocated to goods produced using estimation techniques, which requires management to allocate direct material, direct labour, and manufacturing overheads to individual components with reference to the normal production capacity of the manufacturing facilities.

This allocation process requires management to exercise judgment in:

Establishing estimation of cost for various components.

Classifying and absorbing fixed and variable manufacturing overheads.

Identifying and accounting for material, labour, and overhead variances.

Assessing slow-moving or obsolete inventory

Any inappropriate allocation of overheads or failure to properly absorb variances could lead to a material misstatement of the inventory value and the associated cost of goods sold. Accordingly, this matter has been determined to be a Key Audit Matter.

</td><td>

<u>Principal Audit Procedures:</u>

Our audit procedures in respect of the assessment of inventory valuation included the following: Obtained an understanding of and tested the design and implementation of management's process for inventory costing and allocation of production overheads;

Evaluated the mathematical accuracy and logical basis of the cost allocation model used by management, and verified that the absorption of fixed manufacturing overheads was based on the normal capacity of the manufacturing facilities;

Selected a sample of components and tested the estimated cost thereof by verifying the underlying inputs, such as raw material prices, machine run-time, and direct labour hours;

Analysed the net variances between actual production costs and allocated estimated costs, and assessed whether such variances were appropriately allocated to closing inventory or charged to the statement of profit and loss, based on their nature;

Tested management's assessment of net realisable value (NRV) by comparing the allocated cost of finished goods against subsequent selling prices; and

Evaluated management's policy and basis for identifying and providing for slow-moving and obsolete inventory, and tested the resulting provision on a sample basis.

Based on the above procedures, we did not identify any material exceptions to management's assessment regarding the valuation of inventory.

</td></tr>
</table>

**Information Other than Financial Statements and Auditors' Report thereon**

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Board of Director's Report including Annexure to Board of Director's Report, Management Discussion and Analysis, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditors' report thereon. The above referred information is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the information, if, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances and the applicable laws and regulations.

**Responsibilities of Management and those charged with governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 control 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 true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the company's financial reporting process.

**Auditors' Responsibilities for the audit of the Financial Statements**

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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing an opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

- Conclude on the appropriateness of the 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 auditors' 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 auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the 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.

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013, we

give in the "**Annexure - A",** a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

2. 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 Balance Sheet, Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid financial statements comply with Accounting Standards specified under Section 133 of the Act with Rule 7 of the Companies (Accounts) Rules, 2014.

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

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure - B"**.

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

(i) The company does not have any pending litigations which would impact its financial position.

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

(iii) There were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company.

(iv) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note no. 39.5 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note no. 39.6 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

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

(vi) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contain any material mis-statement.

(vii) The company has not declared any dividend during the year.

(viii) According to the information and explanations given to us and based on the representations provided by the management, the Company has maintained its books of account for the financial year ended 31st March 2026 using an accounting software which includes a feature for recording an audit trail (edit log) of each transaction. Further, as represented to us:

- The audit trail feature was enabled and operational throughout the year, covering all financial related accounting transactions.
- The audit trail was not tampered with during the year.
- The Company has ensured preservation of the audit trail logs in compliance with the statutory record retention requirements prescribed under the Companies Act, 2013.
- We have not performed an independent technical evaluation of the software systems or audit logs. Accordingly, we have relied on the representations provided by the management in respect of these matters.

**For YCRJ & Associates**
Chartered Accountants
FRN: 006927S

Place: Bengaluru
Date: 28.05.2026
UDIN: 26234143IIPXZQ7097

**CA. Ramesh U. Angadi**
Partner
M. No: 234143

# "ANNEXURE - A" TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of **M/s. Apsis Aerocom Limited (Formerly known as Apsis Aerocom Private Limited) (CIN : L29309KA2022PLC164926)**, ("the Company") on the Financial Statements for the year ended 31st March, 2026

To the best of our information and according to the explanations provided to us by the management of Company and the books of account and records examined by us in the normal course of audit, we state that:

i) In respect of the Company's Property, Plant and Equipment and intangible assets;

a. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment and relevant details of right of use assets.

(ii) The Company has maintained full particulars of the Intangible Assets.

b. The Company has a program of verification of Property, Plant and Equipment so as to cover all the items once in every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain items of Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and based on the records examined by us, the Company does not own any immovable property as at the balance sheet date. However, the Company has constructed a building on leasehold land situated at Plot Nos. 4-A-14 and 5-A-6, Hardware Sector – Hitech, Defence and Aerospace Park, KIADB, Hoovinayakanahalli, Jala Hobli, Yelahanka, Bengaluru, Karnataka – 562149. The lease agreement in respect of the said land is valid up to June 2030.

d. As per the information and explanation given us the Company has not revalued any of its Property, Plant and Equipment or its intangible assets during the year.

e. As per the information and explanation given us and as disclosed in Note 39(2) no proceedings have been initiated during the year or are pending against the Company as at 31st March, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii)

a. According to the information made available and based on the records examined by us, the Company is conducting physical verification of inventories (excluding goods in transit) at reasonable intervals. The coverage and procedure of such verification by the management in our opinion, is appropriate having regard to the size of the company and nature of its business. As per the reports made available there are no discrepancies of 10% or more in aggregate for each class of inventory have been noticed on such verification by the company.

b. According to the information and explanations given to us, during any point of time of the year the company has not been sanctioned with working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii) According to the information and explanations given to us, the Company has not made any investments or granted any loans or advances in the nature of secured or unsecured to Companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year.

During the year, the Company has not made any investments or granted any loans or advances in the nature of secured or unsecured, to any party. Accordingly, the provisions of clauses iii(a), (b), (c), (d), (e) and (f) of para 3 of the order are not applicable to the Company.

iv) According to the information and explanations given to us, during the year, the Company has not made any investments or granted any loans to any other body corporate, and nor it has given any guarantee or provided any security to any other body corporate or person. Consequently, the provisions of clause iv of Para 3 of the order are not applicable to the Company.

v) During the year the Company has not accepted any deposits from public. Hence the compliance to the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable.

vi) The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.

vii)

a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Goods and Services Tax as applicable to it during the year with appropriate authorities.

Further we report that, there were no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Goods and Service Tax, outstanding as at 31$^{st}$ March, 2026 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us and as per our verification of records of the Company, there are no statutory dues which have not been deposited with the appropriate authorities on account of any disputes as at 31st March, 2026.

viii) According to the information and explanations given to us, 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). Hence, reporting under clause 3(viii) of the Order is not applicable.

ix)

a. As per the information made available and based on our verification, we report that, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
b. As per the information and explanations given to us, the company has not been declared as wilful defaulter by any bank or financial institution or other lender. However, we have not carried out any independent verification with the bank or financial institution or other lender on the same.
c. As per the information and explanations given to us, and as per our review, prima facie, the term loans were applied for the purpose for which the loans were obtained. However, we have not carried out any detailed examination of such accounts, records and utilisation.
d. As per the information and explanations given to us, and as per our review, prima facie, funds raised on short term basis have not been utilised for long term purposes. However, we have not carried out any detailed examination of such accounts, records and utilisation.
e. The Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, associates or joint ventures and hence reporting under clause 3(ix)(e) of the order is not applicable.
f. The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x)

a. According to the information and explanations given to us and based on our audit procedures, the Company raised moneys by way of an Initial Public Offer (IPO) during the year. Since the funds were raised towards the end of the financial year, they remained unutilized as of March 31, 2026 and The unutilised amount has been kept in a designated bank account and proposed to be utilised for the objects stated in the offer document.
b. According to the information and explanations given to us, and on the basis of our examination of the books of accounts of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the clause 3(x)(b) is not applicable.

xi)

a. As per the information and explanation provided to us, no material fraud by the company or any 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 has been 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 up to the date of this report.
c. According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.

xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order are not applicable to the company.

xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Companies Act. The details of such related party transactions have been disclosed in the financial statements as required by applicable accounting standards.

xiv) According to the information and explanations given to us, the Company is required to have an internal audit system as per Section 138 of the Companies Act, 2013.

a. Pursuant to the listing of the Company on NSE Emerge on 18 March 2026, section 138 of the Companies Act, 2013 became applicable to the Company. Post the Company introduced the internal audit system to cover the period of quarter ended 31 March 2026 alone. In our opinion, the internal audit system for the period is adequate and commensurate with the size and the nature of its business.

b. We have considered the internal audit report provided to us for the above period.

xv) According to the information and explanations given to us by the management, during the year under review, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Companies Act, 2013. Consequently, the provisions of clause xv of para 3 of the order are not applicable to the Company.

xvi) According to the information and explanations given to us, the Company is not carrying on any NBFC activities and hence, is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934. Consequently, the provisions of clause xvi of para 3 of the order are not applicable to the Company.

xvii) The company has not incurred cash losses either in the current financial year or in the preceding financial year.

xviii) There has been no resignation of the statutory auditors of the Company during the year and hence clause 3(xviii) is not applicable to the company.

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

xx) As per the information and explanations given to us and as disclosed in Note No 38,

a. In respect of obligations other than ongoing projects, out of the total required Corporate Social Responsibility (CSR) expenditure of Rs.8.28 lakhs, the Company has spent Rs.7.50

lakhs during the year. The remaining unspent amount of Rs.0.78 lakhs has not been transferred to a Fund specified in Schedule VII to the Companies Act, 2013 up to the date of our report. However, as on date of this report, the statutory time period of six months from the end of the financial year for making such a transfer, as prescribed under the second proviso to sub-section (5) of Section 135 of the Act, has not yet expired.

b. In our opinion and according to the information and explanations given to us, there is no unspent amount under section 135 (5) of the Act pursuant to any ongoing projects for current financial year ended March 31, 2026. Accordingly, clause 3(xx)(b) of the Order is not applicable.

xxi) As this report being given on the Standalone Financial Statements of the company, reporting under clause 3(xxi) is not applicable.

**For YCRJ & Associates**
Chartered Accountants
FRN: 006927S

Place: Bengaluru
Date: 28.05.2026
UDIN: 26234143IIPXZQ7097

**CA. Ramesh U. Angadi**
Partner
M. No: 234143

# "ANNEXURE - B" TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" in our Independent Auditors Report of even date on the Financial Statements to the members of **M/s. Apsis Aerocom Limited (Formerly known as Apsis Aerocom Private Limited) (CIN : L29309KA2022PLC164926)**, for the year ended 31st March, 2026]

## Report on the Internal Financial Controls Over the Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. Apsis Aerocom Limited (Formerly known as Apsis Aerocom Private Limited) (CIN: L29309KA2022PLC164926),** ("the Company") as of 31st March, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control system with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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**

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

**Opinion**

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

**For YCRJ & Associates**
Chartered Accountants
FRN: 006927S

Place: Bengaluru
Date: 28.05.2026
UDIN: 26234143IIPXZQ7097

**CA. Ramesh U. Angadi**
Partner
M. No: 234143

# Balance Sheet as at 31 March 2026

*(All amounts in Rs. Lakhs,except share data and per share data, and unless otherwise stated)*

| Particulars | Note | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| | | | |
| **I. EQUITY AND LIABILITIES** | | | |
| **(1) Shareholders' Funds** | | | |
| (a) Share Capital | 3 | 1,205.19 | 97.78 |
| (b) Reserves and Surplus | 4 | 3,684.96 | 923.80 |
| (c) Money Received against Share Warrants | | - | - |
| **Total** | | **4,890.15** | **1,021.58** |
| | | | |
| **(2) Share application money pending allotment** | | - | - |
| | | | |
| **(3) Non-current liabilities** | | | |
| (a) Long-term Borrowings | 5 | 181.19 | 15.55 |
| (b) Deferred Tax Liabilities (Net) | 6 | 40.20 | 24.65 |
| (c) Other Long term Liabilities | | - | - |
| (d) Long-term Provisions | 7 | 28.54 | 27.92 |
| **Total** | | **249.93** | **68.12** |
| | | | |
| **(4) Current liabilities** | | | |
| (a) Short-term Borrowings | 8 | 237.29 | 152.44 |
| (b) Trade Payables | 9 | | |
| - Due to Micro and Small Enterprises | | 160.27 | 61.62 |
| - Due to Others | | 314.30 | 222.89 |
| (c) Other Current Liabilities | 10 | 357.10 | 221.87 |
| (d) Short-term Provisions | 11 | 108.60 | 25.08 |
| **Total** | | **1,177.56** | **683.90** |
| **Total Equity and Liabilities** | | **6,317.64** | **1,773.60** |
| | | | |
| **II. ASSETS** | | | |
| **(1)Non-current assets** | | | |
| (a) Property, Plant and Equipment and Intangible Assets | 12 | | |
| (i) Property, Plant and Equipment | | 1,230.00 | 717.93 |
| (ii) Intangible Assets | | 2.33 | 2.32 |
| (iii) Capital Work-in-progress | | - | - |
| (iv) Intangible Assets under Development | | - | - |
| (b) Non-current Investments | | - | - |
| (c) Deferred Tax Assets (net) | | - | - |
| (d) Long-term Loans and Advances | 13 | 343.66 | 175.27 |
| (e) Other Non-current Assets | 14 | 100.58 | 87.17 |
| **Total** | | **1,676.57** | **982.69** |

| Particulars | Note | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| | | | |
| **(2) Current assets** | | | |
| (a) Current investments | | - | - |
| (b) Inventories | 15 | 414.17 | 281.94 |
| (c) Trade Receivables | 16 | 402.73 | 376.56 |
| (d) Cash and Bank Balances | 17 | 3,650.51 | 110.89 |
| (e) Short-term Loans and Advances | 18 | 173.66 | 21.51 |
| (f) Other Current Assets | | - | - |
| **Total** | | **4,641.07** | **790.91** |
| | | | |
| **Total Assets** | | **6,317.64** | **1,773.60** |

*See accompanying notes to the financial statements & Summary of Significant Accounting Policies*

As per our report of even date

**For YCRJ & Associates**
Chartered Accountants
Firm's Registration No. 006927S

**For and on behalf of the Board of**
**Apsis Aerocom Limited**

**CA. Ramesh U. Angadi**
Membership No. 234143
UDIN: 26234143IIPXZQ7097

**Basavaraju Kanakatte Shivakumar**
Managing Director
DIN:09704693

**Vinod Kumar Mariyappan**
Whole Time Director
DIN:09704694

**Mihir Kumar Pradhan**
Chairman and Executive Director
DIN:09704695

**Kancharla Naga Shashidhar**
Chief Financial Officer

**Saloni Jayati**
Company Secretary

Place: Bangalore
Date:May 28, 2026

Place: Bangalore
Date:May 28, 2026

# Statement of Profit and loss for the year ended 31 March 2026

*(All amounts in Rs. Lakhs,except share data and per share data, and unless otherwise stated)*

| Particulars | Note | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| | | | |
| Revenue from Operations | 19 | 3,064.52 | 2,049.06 |
| Other Income | 20 | 10.75 | 7.98 |
| **Total Income** | | **3,075.27** | **2,057.04** |
| | | | |
| **Expenses** | | | |
| Cost of Material Consumed | 21 | 1,077.82 | 598.78 |
| Purchases of Stock in Trade | | - | - |
| Change in Inventories of work in progress and finished goods | 22 | (77.48) | (161.31) |
| Employee Benefit Expenses | 23 | 586.03 | 371.73 |
| Finance Costs | 24 | 27.13 | 25.61 |
| Depreciation and Amortization Expenses | 25 | 99.83 | 92.81 |
| Other Expenses | 26 | 332.10 | 220.69 |
| **Total expenses** | | **2,045.43** | **1,148.31** |
| | | | |
| **Profit/(Loss) before Exceptional and Extraordinary Item and Tax** | | 1,029.84 | 908.73 |
| Exceptional Item | | - | - |
| **Profit/(Loss) before Extraordinary Item and Tax** | | 1,029.84 | 908.73 |
| Prior Period Item | 27 | - | 15.12 |
| Extraordinary Item | | - | - |
| **Profit/(Loss) before Tax** | | 1,029.84 | 893.61 |
| Tax Expenses | 28 | | |
| - Current Tax | | 262.81 | 208.65 |
| - Deferred Tax | | 15.55 | 20.00 |
| - Prior Period Taxes | | 0.42 | 4.65 |
| **Profit/(Loss) for the Period from Continuing Operations** | | **751.06** | **660.31** |
| Profit/(loss) from Discontinuing Operation (before tax) | | - | - |
| Tax Expenses of Discountinuing Operation | | - | - |
| Profit/(loss) from Discontinuing Operation (after tax) | | - | - |
| **Profit/(Loss) for the period** | | **751.06** | **660.31** |
| Earnings Per Share (Face Value per Share Rs. each) | | | |
| -Basic (In Rs) | 29 | 8.40 | 7.50 |
| -Diluted (In Rs) | 29 | 8.40 | 7.50 |

*See accompanying notes to the financial statements & Summary of Significant Accounting PoliciesAs per our report of even date*

| | | | |
|---|---|---|---|
| **For YCRJ & Associates**<br>Chartered Accountants<br>Firm's Registration No. 006927S | | | **For and on behalf of the Board of**<br>**Apsis Aerocom Limited** |
| **CA. Ramesh U. Angadi**<br>Membership No. 234143<br>UDIN: 26234143IIPXZQ7097 | **Basavaraju Kanakatte Shivakumar**<br>Managing Director<br>DIN:09704693 | | **Vinod Kumar Mariyappan**<br>Whole Time Director<br>DIN:09704694 |
| | **Mihir Kumar Pradhan**<br>Chairman and Executive Director<br>DIN:09704695 | **Kancharla Naga Shashidhar**<br>Chief Financial Officer | **Saloni Jayati**<br>Company Secretary |
| Place: Bangalore<br>Date: May 28, 2026 | | | Place: Bangalore<br>Date: May 28, 2026 |

# Cash Flow Statement for the year ended 31 March 2026

*(All amounts in Rs. Lakhs,except share data and per share data, and unless otherwise stated)*

| Particulars | Note | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| **CASH FLOW FROM OPERATING ACTIVITIES** | | | |
| Net Profit after tax | | 751.06 | 660.31 |
| | | | |
| Depreciation and Amortisation Expense | | 99.83 | 88.80 |
| Provision for tax | | 278.36 | 233.30 |
| Loss/(Gain) on Sale / Discard of Assets (Net) | | 4.11 | 0.96 |
| Provision for Slow Moving of Stock | | 1.28 | 12.56 |
| Interest Income | | (9.15) | (5.92) |
| Finance Costs | | 27.13 | 25.61 |
| **Operating Profit before working capital changes** | | **1,152.62** | **1,015.63** |
| | | | |
| **Adustment for:** | | | |
| Inventories | | (132.22) | (186.68) |
| Trade Receivables | | (26.16) | (278.00) |
| Loans and Advances given | | (320.54) | (148.71) |
| Other Current Assets | | - | 0.68 |
| Other Non current Assets | | (13.41) | (44.53) |
| Trade Payables | | 190.06 | (130.68) |
| Other Current Liabilities | | 135.22 | 49.56 |
| Short-term Provisions | | 2.21 | 7.44 |
| Long-term Provisions | | 0.62 | 27.92 |
| Investment in Term Deposits | | (102.11) | (104.12) |
| | | | |
| Cash (Used in)/Generated from Operations | | **886.29** | **208.52** |
| Tax paid(Net) | | 182.78 | 203.57 |
| **Net Cash (Used in)/Generated from Operating Activities** | | **703.51** | **4.95** |
| | | | |
| **CASH FLOW FROM INVESTING ACTIVITIES** | | | |
| Purchase of Property, Plant and Equipment | | (641.11) | (365.81) |
| Sale of Property, Plant and Equipment | | 25.09 | 19.35 |
| Interest received | | 9.15 | 5.92 |
| **Net Cash (Used in)/Generated from Investing Activities** | | **(606.87)** | **(340.55)** |
| | | | |
| **CASH FLOW FROM FINANCING ACTIVITIES** | | | |
| Issue of Share Capital (Equity) | | 3,117.51 | - |
| Proceeds from Long Term Borrowings | | 165.63 | - |
| Repayment of Long Term Borrowings | | - | (4.62) |
| Proceeds from Short Term Borrowings | | 84.85 | 164.44 |
| Interest Paid | | (27.13) | (25.61) |
| Net Cash (Used in)/Generated from Financing Activities | | **3,340.87** | **134.22** |

| Particulars | Note | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| **Net Increase/(Decrease) in Cash and Cash Equivalents** | | **3,437.51** | **2.20** |
| Opening Balance of Cash and Cash Equivalents | | 6.77 | 208.15 |
| Exchange difference of Foreign Currency Cash and Cash equivalents | | - | - |
| **Closing Balance of Cash and Cash Equivalents** | 16 | **3,444.28** | **210.34** |
| | | | |
| **Components of cash and cash equivalents** | | **31 March, 2026** | **31 March, 2025** |
| Cash on hand | | 5.38 | 1.38 |
| Balances with banks in current accounts | | 3,438.90 | 5.39 |
| **Cash and cash equivalents as per Cash Flow Statement** | | **3,444.28** | **6.77** |

*Note: The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".*

*See accompanying notes to the financial statements*

As per our report of even date

**For YCRJ & Associates**
Chartered Accountants
Firm's Registration No. 006927S

**For and on behalf of the Board of**
**Apsis Aerocom Limited**

**CA. Ramesh U. Angadi**
Membership No. 234143
UDIN: 26234143IIPXZQ7097

**Basavaraju Kanakatte Shivakumar**
Managing Director
DIN:09704693

**Vinod Kumar Mariyappan**
Whole Time Director
DIN:09704694

**Mihir Kumar Pradhan**
Chairman and Executive Director
DIN:09704695

**Kancharla Naga Shashidhar**
Chief Financial Officer

**Saloni Jayati**
Company Secretary

Place: Bangalore
Date: May 28, 2026

Place: Bangalore
Date: May 28, 2026

# Notes forming part of the Financial Statements

## 1. COMPANY INFORMATION

APSIS AEROCOM LIMITED is a listed Public Company incorporated on August 16, 2022 under the Companies Act, 2013, got listed on NSE Emerge platform on March 18, 2026 and domiciled in India, having registered office at Plot No.392/1, 10th Cross Road, IV Phase, Peenya Industrial Area, Bengaluru, Karnataka-560058. The company's CIN:L29309KA2022PLC164926 and is engaged in carrying manufacture of Precision Machined Components for Aerospace, Defence, Healthcare and other industrial applications. The Financial statements of the company for the year ended 31st March 2026 were approved by the Board of Directors and authorized for issue on **28.05.2026**

## 2. BASIS OF PREPARATION AND MEASUREMENT

### 2.1 Basis of Preparation

The financial statements have been prepared in accordance with the accounting principles generally accepted in India ("Indian GAAP"), including the Accounting Standards ("AS") specified under Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, as amended from time to time, and other relevant provisions of the Companies Act, 2013. The financial statements have been prepared and presented in accordance with the requirements of Division I of Schedule III to the Companies Act, 2013. These financial statements have been prepared on the historical cost convention and on the accrual basis of accounting, except where otherwise stated in the significant accounting policies.

### 2.2 Summary of Significant Accounting Policies

#### a) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current eyents and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### b) Property, Plant and Equipment & intangible assets

Property, plant and equipment is stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost on making the asset ready for its intended use.

Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognized in the statement of profit and loss when the same is derecognized.

### c) Depreciation on Property, Plant and Equipment & intangible assets

Depreciation is calculated on SLM based on estimated useful life prescribed under Schedule II of the Companies Act, 2013. Residual value is taken at 5% of the original cost of assets. Depreciation on assets except for Vehicle,Building and Computer software is calculated on double shift basis and on Vehicles, Buildings and computer software it is calculated on single shift basis. Depreciation on addition / deletion to assets during the year is provided on pro-rata basis. The useful life of major components of Property, Plant and Equipment is as follows: -

| Particulars of Property, Plant and Equipment | Estimated useful life (Years) | Rate of Depreciation |
|---|---|---|
| | | |
| Computers | 3 Years | 47.50% |
| Computers Softwares | 3 Years | 31.67% |
| Furniture and Fixtures | 10 Years | 14.25% |
| Electrical Fittings | 10 Years | 14.25% |
| Plant & Machinery | 15 Years | 9.50% |
| Vehicles | 8 Years | 11.88% |
| Building | 30 Years | 3.17% |

### d) Impairment of assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognised as income in the statement of profit and loss.

### e) Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has transfered substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

### f) Inventories

Inventories comprising of finished goods, work in progress and raw materials including materials in transit, stores & spares, and Consumables are valued at the lower of cost and net realisable value. Cost is determined on a FIFO basis. Cost includes direct material cost, cost of production, labour cost and a proportion of manufacturing overheads incurred in the normal course of business in bringing such inventories to its condition and location.

Impairment is recognised for Slow-moving and Non-moving inventories for one years and above. Realisable value is determined based on management estimated of selling price.

### g) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

### h) Revenue recognition

Revenue from sale of products is recognised when control of the goods or services is transferred to the customer i.e., when the material is dispatched to the customer or on delivery to the customer, as may be specified in the contract. Revenue from Service is recognised after performance of the service contract is completed or after achieving the milestone as may be specified in the contract. Recognition of revenue is based upon the condition that there is no significant uncertainty exist regarding the amount of consideration that will be derived from sale or services. Revenue is reported net of trade discounts, if any.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable

### i) Employee Benefits

#### i) Short-term Employee Benefits

All employee benefits falling due wholly within 12 months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences, etc. and the expected cost of bonus, ex-gratia and performance incentives, are charged to Statement of Profit & Loss of the year in which the employee renders the related service.

#### ii) Post-employment benefits and Other Long-Term Employee benefits

(a) Defined Contribution Plans

These are plans in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contribution to the Employees Provident Fund, ESI and the like. The company’s payments to the Defined contribution plans are charged to the Statement of Profit & Loss of the year when the employees render the related service that the payment covers.

(b) Defined Benefit Plans

Defined benefit plans includes gratuity and earner leave accrued to employees, liability of which is provided in the books of account on the basis of actuarial valuation made at the end of year.

### j) Borrowing Cost

Financing costs relating to borrowed funds attributable to acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are charged to statement of Profit and Loss.

**k) Foreign currency transactions**

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss.

**l) Taxation**

Current tax comprises taxes on income and measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

**m) Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities if any are disclosed in the Notes to Accounts. A contingent asset is neither recognised nor disclosed in the financial statements.

**n) Earning per Share**

Basic Earnings per Share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the year. Diluted Earnings per Share is computed by dividing net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**o) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operations, investing and financing activities of the company are segregated based on the available information.

### p) Provision for Slow moving & Non moving Stock

The Company assesses its inventory regularly to ensure it is carried at the lower of cost and net realizable value in accordance with applicable accounting standards. As part of this assessment, a provision for slow-moving and non-moving inventory is created based on the aging and usability of inventory items.

| Inventory type | Cummulative Provision Percentage | | |
|---|---|---|---|
| | Older than 1 Year and upto 2 Years | Older than 2 Year and upto 3 Years | Older than 3 Years |
| Finished Goods & Work-in-Progress | 15% | 35% | 60% |
| Raw Materials | 10% | 25% | 50% |

These provisions are reviewed at each reporting date and adjusted based on actual usage trends, management judgment, and expected future consumption or saleability of the inventory.

### q) Events occuring after the balance sheet date

Adjustments to assets & liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

### r) Prior period items and Changes in acounting policies

Prior period items and changes in accounting policies and effects thereof, if any are disclosed separately in the financial statements.

As per our report of even date

**For YCRJ & Associates**
Chartered Accountants
Firm's Registration No. 006927S

**For and on behalf of the Board of**
**Apsis Aerocom Limited**

**CA. Ramesh U. Angadi**
Membership No. 234143
UDIN: 26234143IIPXZQ7097

**Basavaraju Kanakatte Shivakumar**
Managing Director
DIN:09704693

**Vinod Kumar Mariyappan**
Whole Time Director
DIN:09704694

**Mihir Kumar Pradhan**

**Kancharla Naga Shashidhar**

**Saloni Jayati**

| Chairman and Executive Director | Chief Financial Officer | Company Secretary |
|---|---|---|
| DIN:09704695 | | |

Place: Bangalore
Date: May 28, 2026

Place: Bangalore
Date:

## 3. Share Capital

*(All amounts in Rs. Lakhs,except share data and per share data, and unless otherwise stated)*

| Particulars | | | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|---|
| | | | | |
| **Authorised Share Capital** | | | | |
| 1,50,00,000 Equity Shares of Rs. 10 each | | | 1,500.00 | 1,500.00 |
| | | | | |
| **Issued, Subscribed and Fully Paid up Share Capital** | | | | |
| 1,20,51,921 Equity Shares of Rs. 10 each fully paid up (Previous Year - 9,77,769) | | | 1,205.19 | 97.78 |
| | | | | |
| **Total** | | | **1,205.19** | **97.78** |
| | | | | |
| **Reconciliation of number of shares** | | | | |
| **Particulars** | | **31 March, 2026** | | **31 March, 2025** |
| | **No. of shares** | **(Rs in Lakh)** | **No. of shares** | **(Rs in Lakh)** |
| **Equity Shares** | | | | |
| Opening Balance | 9,77,769 | 97.78 | 9,77,769 | 97.78 |
| Bonus Shares Issued during the year | 78,22,152 | 782.21 | - | - |
| Issue of Shares at cash during the year | 32,52,000 | 325.20 | - | - |
| Deletion | - | - | - | - |
| | | | | |
| **Closing balance** | **1,20,51,921** | **12,05,192.10** | **9,77,769** | **97.78** |

### (ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### (iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

| Equity Shares | | 31 March, 2026 | | 31 March, 2025 |
|---|---|---|---|---|
| Name of Shareholder | No. of shares | In % | No. of shares | In % |
| | | | | |
| Basavaraju K.S | 31,59,000 | 26.21% | 3,51,000 | 35.90% |
| Mihir Kumar Pradhan | 31,59,000 | 26.21% | 3,51,000 | 35.90% |
| Vinod Kumar M | 24,57,000 | 20.39% | 2,73,000 | 27.92% |

### (iv) Shares held by Promoters at the end of the year 31 March 2026

| Name of Promoter | Class of Shares | No. of Shares | % of total shares | % Change during the year |
|---|---|---|---|---|
| | | | | |
| Basavaraju K.S | Equity Shares | 31,59,000 | 26.21% | -9.69% |
| Mihir Kumar Pradhan | Equity Shares | 31,59,000 | 26.21% | -9.69% |
| Vinod Kumar M | Equity Shares | 24,57,000 | 20.39% | -7.53% |

### Shares held by Promoters at the end of the year 31 March 2025

| Name of Promoter | Class of Shares | No. of Shares | % of total shares | % Change during the year |
|---|---|---|---|---|
| | | | | |
| Basavaraju K.S | Equity Shares | 3,51,000 | 35.90% | 0.00% |
| Mihir Kumar Pradhan | Equity Shares | 3,51,000 | 35.90% | 0.00% |
| Vinod Kumar M | Equity Shares | 2,73,000 | 27.92% | 0.00% |

## 4. Reserves and Surplus

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| **Securities Premium** | | |
| Opening Balance | - | - |
| Add: Issue of Shares | 3,252.00 | - |
| Less: Deletion | - | - |
| (Add)/Less: Share Issue Expenses | 459.69 | - |
| **Closing Balance** | 2,792.31 | - |
| | | |
| **Statement of Profit and loss** | | |
| Balance at the beginning of the year | 923.80 | 263.49 |
| Add: Profit/(loss) during the year | 751.06 | 660.31 |
| Less: Bonus Shares Issued | 782.21 | - |
| Less: Appropriation | - | - |
| **Balance at the end of the year** | 892.65 | 923.80 |
| | | |
| **Total** | **3,684.96** | **923.80** |

1. 78,22,152 Bonus Shares has been issued at Face Value of Rs 10 per share during the year 2025-26 by way of capitalization of reserves. The said bonus shares has been allotted by utilizing the balance available in Profit/Loss Reserve.

2. 32,52,000 Equity shares has been issued through IPO at Issue Price of Rs 110 per share comprising of Face Value of Rs 10 per share and Security Premium of Rs 100 per share.

## 5. Long term borrowings

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Term Loans | | |
| from Banks | 167.26 | - |
| from other parties | - | - |
| Secured Term loan from NBFC | - | 15.55 |
| Long term maturities of finance lease obligations | 13.93 | - |
| | | |
| **Total** | **181.19** | **15.55** |

### Particulars of Long term Borrowings

| Name of Lender/ Type of Loan | Nature of Security | Rate of Interest | Monthly Installments | No of |
|---|---|---|---|---|
| | | | | |
| Toyota Finance Services India Ltd | Secured by hypothecation of Innova hycross vehicle | 9.25% | Rs. 0.52 (In Lakhs) | 60 |
| Axis Bank Ltd | Secured by hypothecation of Hermle Vertical 5 Axis Machinining Centre | 9.25% | Rs.14.34 (In Lakhs) | 24 |
| Axis Bank Ltd | Secured by hypothecation of Doosan CNC Mill Centre | 9.25% | Rs 1.99 (In Lakhs) | 24 |

Company has availed finance lease facility from Siemens Finance Limited for Plant and Machinery.

Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

The Company has not registered the charges with ROC for the car loan (Toyota Hycross) taken during the period 2023-24

## 6. Deferred tax liabilities Net

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Deferred Tax Liability (net) | 40.20 | 24.65 |
| | | |
| **Total** | **40.20** | 24.65 |
| | | |
| **Significant components of Deferred Tax** | | |
| **Particulars** | **31 March, 2026** | **31 March, 2025** |
| | | |
| **Deferred Tax Liability/(Asset)** | | |
| Difference between the carrying amount of assets as per the companies act and their tax base under the Income-tax Act, 1961. | 63.29 | 34.81 |

Expenses recognized in the books but allowable under the Income-tax Act, 1961 on payment basis [Section 40A(7)

| | | |
|---|---|---|
| -Provision for Gratuity | (6.52) | (6.69) |
| -Provision for Leave Encashment | (1.81) | (1.03) |
| Provision for Closing Stock | (3.48) | (3.16) |
| Closing lease liability | (11.28) | (0.40) |
| Stamp Duty Fee with respect to Increased Authorized Capital | - | (4.40) |
| 1/5 of stamp duty to be allowed(u/s 35D) | - | 0.87 |
| Prior period Deferred tax liability on Fixed Assets | - | 4.65 |
| **Deferred Tax Liability** | **40.20** | **24.65** |

## 7. Long term provisions

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Gratuity Payable | 22.24 | 24.30 |
| Leave Encashment Payable | 6.30 | 3.62 |
| | | |
| **Total** | **28.54** | **27.92** |

## 8. Short term borrowings

| | | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| | | | |
| Current maturities of long-term debt | | 174.44 | 4.62 |
| Current maturities of finance lease obligations | | - | - |
| Secured Loans repayable on demand from banks & NBFC | | - | 28.28 |
| Unsecured Loans and advances from directors | | 58.98 | 119.54 |
| Other Unsecured Loans | | 3.87 | - |
| | | | |
| **Total** | | **237.29** | **152.44** |
| | | | |
| **Particulars of Short term Borrowings** | | | |
| **Name of Lender/Type of Loan** | **Rate of Interest** | **Nature of Security** | |
| Toyota Finance Services India Ltd | 9.25% | Secured by hypothecation of Innova hycross vehicle | |
| Siemens Finance Limited | 10.00% | Secured by hypothecation of machinery | |
| State Bank of India | 10.65% | Secured by hypothecation of Stock | |
| Axis Bank Ltd | 9.25% | Secured by hypothecation of machinery | |
| Axis Bank Ltd | 9.25% | Secured by hypothecation of machinery | |

Unsecured loan from Directors are not being given out of funds gathered or collected by borrowing or accepting loans or deposits from others. Declarations to this effect from the Directors are obtained by the Company.

The Company availed a credit card facility from ICICI Bank Limited during FY 2025–26, with an outstanding balance of ₹3,87,038, which is included under other unsecured loans.

Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

## 9. Trade payables

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Due to Micro and Small Enterprises | 160.27 | 61.62 |
| Due to others | 314.30 | 222.89 |
| | | |
| **Total** | **474.57** | **284.51** |

**9.1 Trade Payable ageing schedule as at 31 March 2026**

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| | | | | | |
| MSME | 160.27 | - | - | - | 160.27 |
| Others | 109.18 | - | 89.44 | 115.68 | 314.30 |
| Disputed dues- MSME | | | | | - |
| Disputed dues- Others | | | | | - |
| **Sub total** | | | | | **474.57** |
| | | | | | |
| MSME - Undue | | | | | - |
| Others - Undue | | | | | - |
| | | | | | |
| **Total** | | | | | **474.57** |

There are no dues to Micro enterprises and small enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on balance sheet date. The information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company.

### 9.2 Trade Payable ageing schedule as at 31 March 2025

| Particulars | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| | | | | | |
| MSME | 61.62 | | | | 61.62 |
| Others | 7.77 | 94.44 | 73.31 | 47.37 | 222.89 |
| Disputed dues- MSME | | | | | - |
| Disputed dues- Others | | | | | - |
| **Sub total** | | | | | **284.51** |
| MSME - Undue | | | | | |
| Others - Undue | | | | | |
| **Total** | | | | | **284.51** |

### 10. Other current liabilities

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Current maturities of finance lease obligations | 30.84 | 108.42 |
| Statutory dues | 53.26 | 38.41 |
| Advance received from customers | 164.69 | 41.07 |
| | | |
| Other payables | | |
| Audit Fees Payable | 4.98 | 4.98 |
| Salary Payable* | 39.59 | 26.02 |
| Others** | 63.74 | 2.97 |
| | | |
| **Total** | **357.10** | **221.87** |

** Of the above, Rs 10.61 ( 31 March 2025 : Rs 6.35) pertains to Related parties.Refer Note 35(iii)*

*** Of the above, Rs 4.05 ( 31 March 2025 : Rs Nil ) pertains to Related parties.Refer Note 35(iii)*

### 11. Short term provisions

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Provision for Gratuity | 3.68 | 2.30 |
| Provision for Leave Encashment | 0.90 | 0.49 |
| Provision for Income Tax | 90.18 | 9.73 |
| Provision for slow and non moving stock | 13.84 | 12.56 |
| | | |
| **Total** | **108.60** | **25.08** |

### 12. Property, Plant and Equipment

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | Net Block |
|---|---|---|---|---|---|---|---|---|---|---|
| | As on 1-Apr-25 | Addition | | As on 31-Mar-26 | As on 1-Apr-25 | for the year | | As on 31-Mar-26 | As on 31-Mar-26 | As on 31-Mar-25 |
| **A. Property, Plant and Equipment** | | | | | | | | | | |
| Computers | 26.02 | 5.03 | - | 31.05 | 17.02 | 5.94 | - | 22.96 | 8.09 | 9.00 |
| Electrical & office Equipment | 18.30 | 14.47 | - | 32.77 | 4.01 | 3.32 | - | 7.33 | 25.43 | 14.29 |

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | Net Block |
|---|---|---|---|---|---|---|---|---|---|---|
| | As on 1-Apr-25 | Addition | | As on 31-Mar-26 | As on 1-Apr-25 | for the year | | As on 31-Mar-26 | As on 31-Mar-26 | As on 31-Mar-25 |
| Furniture & Fixtures | 46.77 | 12.21 | - | 58.98 | 11.65 | 8.05 | - | 19.70 | 39.28 | 35.12 |
| Plant & Machinery * | 712.43 | 583.96 | - | 1,296.39 | 96.16 | 75.81 | - | 171.97 | 1,124.42 | 616.26 |
| Vehicles | 50.70 | - | 34.66 | 16.04 | 7.43 | 2.55 | 5.46 | 4.52 | 11.52 | 43.26 |
| Building** | - | 21.69 | - | 21.69 | - | 0.43 | - | 0.43 | 21.26 | - |
| | | | | | | | | | | |
| **Total** | **854.22** | **637.36** | **34.66** | **1,456.93** | **136.27** | **96.10** | **5.46** | **226.91** | **1,230.00** | **717.93** |
| **Previous Year** | 512.86 | 364.36 | 23.01 | 854.21 | 54.66 | 87.12 | 5.50 | 136.28 | 717.93 | 458.21 |
| | | | | | | | | | | |
| **B. Intangile Assets:** | | | | | | | | | | |
| Computer Software | 12.62 | 3.74 | - | 16.36 | 10.30 | 3.73 | - | 14.03 | 2.33 | 2.32 |
| | | | | | | | | | | |
| **Total** | **12.62** | **3.74** | **-** | **16.36** | **10.30** | **3.73** | **-** | **14.03** | **2.33** | **2.32** |
| **Previous Year** | 13.16 | 1.47 | 2.01 | 12.62 | 7.82 | 3.44 | 0.96 | 10.30 | 2.32 | 5.35 |

** The carrying value of net block of Plant & Machinery includes leasehold Plant & Machinery amounting to Rs. 170.90 (In Lakhs) as on 31-03-2026 and Rs. 119.14 (In Lakhs) as on 31-03-2025*

*** The building has been constructed on leasehold land, and the current lease period expires in June 2030. However, the building has been depreciated over its estimated useful life of 30 years, considering the Company's expectation that the lease agreement will be renewed.*

## 13. Long term loans and advances

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Advance for purchase of KIADB plot | 271.16 | 175.27 |
| Advance for purchase of Capital goods | 59.50 | - |
| Prepaid Expenses | 13.00 | - |
| | | |
| **Total** | **343.66** | **175.27** |

## 14. Other non current assets

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Deposit with bank* | 7.53 | 7.26 |
| Security Deposits | 93.05 | 79.91 |
| | | |
| **Total** | **100.58** | **87.17** |

**Note: Deposit has been given as a security to bank against Bank Guarantee for EPCG scheme and security to a Customer*

## 15. Inventories

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Raw materials | 120.72 | 65.97 |
| Work in progress and finished goods | 293.45 | 215.97 |
| | | |
| **Total** | **414.17** | **281.94** |

## 16. Trade receivables

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| Unsecured considered good | 402.73 | 376.56 |
| | | |
| **Total** | 402.73 | **376.56** |

### 16.1 Trade Receivables ageing schedule as at 31 March 2026

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | More than 3 years | |
| | | | | | | |
| Undisputed Trade receivables- considered good | 391.27 | 1.82 | 9.64 | - | - | 402.73 |
| Undisputed Trade Receivables- considered doubtful | | | | | | - |
| Disputed Trade Receivables considered good | | | | | | - |
| Disputed Trade Receivables considered doubtful | | | | | | - |
| Sub total | | | | | | **402.73** |
| Undue - considered good | | | | | | |
| **Total** | | | | | | **402.73** |

### 16.2 Trade Receivables ageing schedule as at 31 March 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | More than 3 years | |
| | | | | | | |
| Undisputed Trade receivables- considered good | 373.23 | 2.81 | 0.52 | - | - | 376.56 |
| Undisputed Trade Receivables- considered doubtful | | | | | | - |
| Disputed Trade Receivables considered good | | | | | | - |
| Disputed Trade Receivables considered doubtful | | | | | | - |
| Sub total | | | | | | **376.56** |

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months- 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undue - considered good | | | | | | |
| **Total** | | | | | | **376.56** |

## 17. Cash and Bank Balances

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| **Cash and cash equivalents** | | |
| Balances with banks in current accounts | 3,438.90 | 5.39 |
| Cash In Hand | 5.38 | 1.38 |
| Cash and cash equivalents - total | **3,444.28** | **6.77** |
| | | |
| **Other Bank Balances** | | |
| Bank Deposit having maturity of greater than 12 months | 206.23 | 104.12 |
| | | |
| **Total** | **3,650.51** | **110.89** |

## 18. Short term loans and advances

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Advance to Suppliers* | 72.76 | 11.84 |
| Other advances | - | 5.10 |
| Prepaid Expenses | 13.60 | 4.57 |
| Balance with Tax Authorities | 87.30 | - |
| | | |
| **Total** | **173.66** | **21.51** |

** Of the above, Rs 3.94 ( 31 March 2025 : Rs 4.75) pertains to Related parties.Refer Note 35(iii)*

## 19. Revenue from operations

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Sale of products | 3,003.95 | 1,978.07 |
| Sale of services | 60.57 | 70,98,730 |
| | | |
| **Total** | **3,064.52** | **2,049.06** |

## 20. Other Income

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---:|---:|
| | | |
| Interest income | 9.15 | 5.92 |
| Others | 1.60 | 2.06 |
| | | |
| **Total** | **10.75** | **7.98** |

## 21. Cost of Material Consumed

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---:|---:|
| | | |
| Opening Stock of raw material | 65.98 | 40.61 |
| Add: Purchases & Job Work Expenses | 1,132.56 | 624.15 |
| Less: Closing Stock of raw material | 120.72 | 65.98 |
| | | |
| **Total** | **1,077.82** | **598.78** |

## 22. Change in Inventories of work in progress and finished goods

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---:|---:|
| | | |
| Opening Inventories | 215.97 | 54.66 |
| Less: Closing Inventories | 293.45 | 215.97 |
| | | |
| **Total** | **(77.48)** | **(161.31)** |

## 23. Employee benefit expenses

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---:|---:|
| | | |
| Salary and Wages | 386.88 | 265.83 |
| Director Remuneration | 135.00 | 68.42 |
| Contribution to provident and other funds | 22.10 | 18.43 |
| Staff welfare expenses | 20.92 | 8.72 |
| Gratuity | 14.59 | 6.47 |
| Leave Encashment | 3.09 | 2.29 |
| Medical insurance | 3.45 | 1.57 |
| | | |
| **Total** | **586.03** | **371.73** |

## 24. Finance costs

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Interest expenses | 10.47 | 11.34 |
| Interest on Lease Liability | 3.64 | 7.84 |
| Other borrowing costs | 13.02 | 6.43 |
| | | |
| **Total** | **27.13** | **25.61** |

## 25. Depreciation and amortization expenses

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Depreciation on property, plant and equipment | 96.10 | 87.12 |
| Amortization of Intangible Assets | 3.73 | 3.44 |
| Impairment of property, plant and equipment | - | 2.25 |
| | | |
| **Total** | **99.83** | **92.81** |

## 26. Other expenses

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Factory, Production and Processing expenses | | |
| Electricity Charges | 37.31 | 24.95 |
| Factory Rent | 77.80 | 26.79 |
| Provision for Slow Moving of Stock | 1.28 | 12.56 |
| Transportation Charges | 9.35 | 4.11 |
| Freight Charges | 12.62 | 3.22 |
| Clearing & Forwarding Charges | 8.37 | 7.07 |
| | | |
| Business Promotion | 22.06 | 9.57 |
| Courier Charges | 6.57 | 6.80 |
| Audit Fee | 5.25 | 5.25 |
| Professional & Consulting Charges | 35.26 | 30.86 |
| Stamp charges, Rates & Taxes | 0.38 | 20.11 |
| Communication & Software Expenses | 8.56 | 5.85 |
| Corporate Social Responsibility | 8.28 | - |
| Insurance | 1.66 | 1.67 |
| Printing and stationery | 3.52 | 0.34 |
| Repairs and Maintenance | 18.00 | 4.25 |
| Travelling and Conveyance | 17.57 | 27.97 |
| Administrative & Office Expenses | 12.91 | 8.61 |
| Operational Support Expenses | 15.94 | 6.17 |
| IPO Expenses | 2.90 | - |
| Loss on sale of Asset | 4.11 | 0.96 |
| Statutory and Government charges | 1.16 | 0.81 |
| General Operational Expenses | 21.24 | 12.77 |
| | | |
| **Total** | **332.10** | **220.69** |

## 27. Prior Period Items

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Write back of Depeciation | - | (4.00) |
| Capitalisation of expenses | - | (3.92) |
| Provision for Gratuity | - | 20.13 |
| Provision for Leave enchashment | - | 1.82 |
| Processing charges | - | 0.94 |
| Other Expenses | - | 0.15 |
| | | |
| **Total** | **-** | **15.12** |

## 28. Tax Expenses

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Current Tax | 262.81 | 208.65 |
| Deferred Tax | 15.55 | 20.00 |
| Prior Period Taxes | 0.42 | 4.65 |
| | | |
| **Total** | **278.78** | **233.30** |

## 29. Earning per share

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Profit for the year | 751.06 | 660.31 |
| Less: Dividend on Preference Shares | - | - |
| Profit attributable to equity shareholders | 751.06 | 660.31 |
| Weighted average number of Equity Shares | 8,942,474 | 87,99,921 |
| Earnings per share basic (Rs) | 8.40 | 7.50 |
| Earnings per share diluted (Rs) | 8.40 | 7.50 |
| Face value per equity share (Rs) | 10 | 10 |

## 30. Auditors' Remuneration

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| **Payments to auditor as** | | |
| - Auditor | 4.50 | 4.50 |
| - for taxation matters | 0.75 | 0.75 |
| | | |
| **Total** | **5.25** | **5.25** |

## 31. Contingent Liabilities and Commitments

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| **I. Contingent Liabilities** | | |

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| Import duty exemption claimed under Export Promotion Capital Goods (EPCG) scheme | 16.14 | 39.00 |
| | | |
| **II. Commitments** | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | 506.99 | 232.54 |
| | | |
| **Total** | **523.13** | **271.54** |

**Import duty exemption claimed under Export Promotion Capital Goods (EPCG) scheme :** The Company has availed benefits under the Export Promotion Capital Goods (EPCG) scheme, subject to fulfillment of specified export obligations of Rs 234.01 (In Lakhs) and it has to achieve the same within six years from the date of availing such benefit. As of the reporting date, such export obligations are yet to be fulfilled. In case of non-compliance within the prescribed time frame, the Company may be liable to pay applicable customs duties along with interest. The amount of such potential liability, if any, is presently not determinable and has therefore the proportionate import duty exemption claimed in relation to the export obligation yet to be fulfilled has been disclosed as a contingent liability. Company is confident of achieving the specified export obligations within the prescribed time frame.

## 32. Micro and Small Enterprise

There are no dues to Micro enterprises and small enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on balance sheet date. The information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company.

## 33. Earnings in Foreign Currencies

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Export of Goods calculated on FOB basis | 2.56 | 20.66 |
| | | |
| **Total** | **2.56** | **20.66** |

## 34. Value of Import on CIF basis

| Particulars | 31 March, 2026 | 31 March, 2025 |
|---|---|---|
| | | |
| Raw Materials | 113.85 | 47.02 |
| Capital goods | 431.64 | 142.02 |
| | | |
| **Total** | **545.49** | **189.04** |

## 35. Related Party Disclosure

| List of Related Parties | | Relationship |
|---|---|---|
| 1 | Basavaraju Kanakatte Shivakumar | Director of the company and KMP |
| 2 | Mihir Kumar Pradhan | Director of the company |
| 3 | Vinod Kumar Mariyappan | Director of the company and KMP |
| 4 | Aniruddh Kumar | Independent Director of the company |
| 5 | Jayanthi Amarnath Bhagath | Independent Director of the company |
| 6 | Dayananda Swamy Mallikarjunappa | Independent Director of the company |
| 7 | Kancharla Naga Shashidhar | Chief Financial Officer |
| 8 | Saloni Jayati | Company Secretary |
| 9 | Shashidhar Kanakatte Shivakumar | Relative of Director |
| 10 | Acuity Engineering | Proprietorship concern owner by Director |

### (ii) Related Party Transactions

| Particulars | Relationship | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| | | | |
| **Loan taken** | | | |
| Basavaraju Kanakatte Shivakumar | Director and KMP | 95.00 | 26.20 |
| Mihir Kumar Pradhan | Director | 10.04 | 15.00 |
| Vinod Kumar Mariyappan | Director and KMP | 14.78 | 18.22 |
| | | | |
| **Loan Repaid and adjusted** | | | |
| Basavaraju Kanakatte Shivakumar | Director and KMP | 115.00 | 11.16 |
| Mihir Kumar Pradhan | Director | 45.39 | 1.16 |
| Vinod Kumar Mariyappan | Director and KMP | 20.00 | 20.70 |
| Acuity Engineering | Proprietorship concern owned by Director | - | 10.00 |
| | | | |
| **Remuneration to directors and its relatives** | | | |
| Basavaraju Kanakatte Shivakumar | Director and KMP | 52.60 | 25.50 |
| Mihir Kumar Pradhan | Director | 41.80 | 22.21 |
| Vinod Kumar Mariyappan | Director and KMP | 40.60 | 20.71 |
| Shashidhar Kanakatte Shivakumar | Relative of Director | 19.32 | 14.70 |
| | | | |
| **Sitting Fees to Directors** | | | |
| Aniruddh Kumar | Independent Director of the company | 2.85 | - |
| Jayanthi Amarnath Bhagath | Independent Director of the company | 2.85 | - |
| Dayananda Swamy Mallikarjunappa | Independent Director of the company | 2.85 | - |
| | | | |
| **Purchases and Expenses** | | | |
| Acuity Engineering | Proprietorship concern owned by Director | 0.75 | 4.00 |
| | | | |

| Particulars | Relationship | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| **Salary to Key Managerial personnel** | | | |
| Kancharla Naga Shashidhar | Chief Financial Officer | 15.15 | 0.85 |
| Saloni Jayati | Company Secretary | 7.43 | 1.03 |

** As the future liabilities for gratuity and leave encashment is provided on actuarial basis for the Group as a whole, the amount pertaining to the Directors is not ascertainable, therefore not included above.*

### (iii) Related Party Balances

| Particulars | Relationship | 31 March, 2026 | 31 March, 2025 |
|---|---|---|---|
| Short term borrowings - Unsecured Loans and advances from directors | | | |
| Basavaraju Kanakatte Shivakumar | Director and KMP | 24.91 | 44.91 |
| Mihir Kumar Pradhan | Director and KMP | 18.54 | 53.88 |
| Vinod Kumar Mariyappan | Director and KMP | 15.53 | 20.75 |
| | | | |
| Other current liabilities - Salary Payable | | | |
| Basavaraju Kanakatte Shivakumar | Director and KMP | 2.88 | 1.33 |
| Mihir Kumar Pradhan | Director | 2.39 | 1.13 |
| Vinod Kumar Mariyappan | Director and KMP | 2.32 | 1.29 |
| Shashidhar Kanakatte Shivakumar | Relative of Director | 1.30 | 1.18 |
| Kancharla Naga Shashidhar | Chief Financial Officer | 1.12 | 0.83 |
| Saloni Jayati | Company Secretary | 0.60 | 0.58 |
| | | | |
| Other current liabilities - Others | | | |
| Aniruddh Kumar | Independent Director of the company | 1.35 | - |
| Jayanthi Amarnath Bhagath | Independent Director of the company | 1.35 | - |
| Dayananda Swamy Mallikarjunappa | Independent Director of the company | 1.35 | - |
| | | | |
| Short term loans and advances - Advance to Suppliers | | | |
| Acuity Engineering | Proprietorship concern owned by Director | 3.94 | 4.75 |
| | | | |

## 36. Registration of Charge

No charges or satisfaction have been registered with Registrar of Companies beyond the statutory period.

## 37. Undisclosed Income

There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

## 38. CSR Expenditure

The company is covered under section 135 of the Companies Act, 2013. Hence, provision under Coporate Social Responsibilities is applicable.

(Amount In Rs. Lakhs)

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|
| i) Amount required to be spent by the company during the year | 8.28 | - |
| ii) Amount of expenditure incurred during the year | | |
| (a) Construction/ Acquisition of asset | - | - |
| (b) On purposes other than (a) | 7.50 | - |
| | | |
| iii) Out of (ii), amount spent towards current year's obligation | 7.50 | - |
| | | |
| iv) Out of (ii), amount spent from previous year's unspent account (ongoing projects) | - | - |
| v) Excess expenditure for previous year adjusted against current year | - | - |
| vi) Shortfall /(Excess) at the end of the year [ (i)- (iii)-(iv)-(v)] | 0.78 | - |
| vii)The total of previous years' shortfall amounts | - | - |
| viii) The reason for above shortfalls | Company will spend Unspent CSR to PM CARES Fund. | - |
| ix) The nature of CSR activities undertaken by the company | Refer Note Below | - |
| x)The shortfall amount , in respect of other than ongoing projects, transferred to a Fund specified in Schedule VII to the Act as per Sec 135 (5) of the Act. | - | - |
| xi)The shortfall amount , in respect of ongoing projects, transferred to a special account as per Sec 135 (6) of the Act. | - | - |

*Note : The company contributed ₹ 3 Lakh to Sri Venkateswara Institute of Medical Sciences, ₹ 1 Lakh to The United Educational and Social Welfare Trust, ₹ 2 Lakh to International Society for Krishna Consciousness, ₹ 1.5 Lakh to Sri Sringeri Sharada Peetham Charitable Trust towards Promoting Healthcare and Sanitation, Promotion of Education including special education and vocational skills and Eradicating hunger, poverty and malnutrition.*

**DETAILS OF ONGOING PROJECTS :**

| Particulars | Year ended March 31, 2026 | Year ended March 31, 2025 |
|---|---|---|

NIL

## 39. Other Statutory Disclosures as per the Companies Act, 2013

1. The Company has not been declared as Wilful Defaulter by any banks or financial institutions or lenders.
2. There are no Benami property held in the name of company. Hence, reporting the proceedings initiated and pending cases against the company under 'Benami Transactions (Prohibition) Act, 1988 does not arises.
3. The Company has no transactions with companies struck off under section 248 of the companies Act, 2013 or section 560 of companies Act, 1956.
4. The Company is neither a holding nor a subsidiary company of any company as defined under companies Act, 2013. Hence reporting under section 2(87) of the Act read with companies (Restriction on number of layers) Rules 2017, is not applicable.
5. The company has not advanced / loaned / invested (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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The company has not received any funds from any person(s) or entity(ies) , including foreign entities (intermediaries) with the understanding ( whether recorded in writing or otherwise) that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
7. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
8. There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237.

## 40. Ratio Analysis

| Particulars | Numerator/Denominator | 31 March, 2026 | 31 March, 2025 | Change in % * |
|---|---|---|---|---|
| | | | | |
| (a) Current Ratio | Current Assets / Current Liabilities | 3.94 | 1.16 | 241% |
| | | | | |
| (b) Debt-Equity Ratio | Total Debts / Shareholder’s Equity | 0.09 | 0.16 | -48% |

| Particulars | Numerator/Denominator | 31 March, 2026 | 31 March, 2025 | Change in % * |
|---|---|---|---|---|
| | | | | |
| (c) Debt Service Coverage Ratio | Earning available for Debt Service / Debt Service | 2.77 | 6.02 | -54% |
| | | | | |
| (d) Return on Equity Ratio | Profit after Tax / Average Shareholder's Equity | 0.25 | 0.96 | -73.39% |
| | | | | |
| (e) Inventory turnover ratio | Cost of Goods Sold / Average Inventories | 4.59 | 4.29 | 7% |
| | | | | |
| (f) Trade receivables turnover ratio | Total Turnover / Average Trade Receivable | 7.86 | 8.63 | -9% |
| | | | | |
| (g) Trade payables turnover ratio | Total Purchases / Average Trade Payable | 2.98 | 1.78 | 67% |
| | | | | |
| (i) Net profit margin | Net Profit after tax / Total Turnover | 24.51% | 32.23% | -24% |
| | | | | |
| (j) Return on Capital employed (%) | Earning before interest and taxes / Capital Employed | 20.56% | 84.35% | -76% |

**Reasons for Variances more than 25%**

(a) Current Ratio : The current ratio increased primarily due to an increase in current assets arising from the receipt of IPO proceeds. As the IPO funds remained largely unutilized as at the reporting date, current assets increased, resulting in an improvement in the current ratio.

(b) Debt-Equity Ratio : The debt-equity ratio decreased primarily due to a significant increase in shareholders' equity consequent to the issue of bonus shares (face value of ₹10 per share) and the issuance of 32,52,000 equity shares pursuant to the Initial Public Offer (IPO) at an issue price of ₹110 per share. The increase in equity outpaced the increase in borrowings, leading to a lower debt-equity ratio.

(c) Debt Service Coverage Ratio : The debt service coverage ratio decreased primarily due to an increase in both long-term and short-term borrowings during the year, resulting in higher debt servicing obligations.

(d) Return on Equity Ratio : The return on equity decreased due to the significant increase in shareholders' equity following the issue of bonus shares and the IPO. Since the IPO was completed in March 2026, the proceeds remained substantially unutilized during the reporting period and did not contribute proportionately to earnings, resulting in a lower return on equity.

(e) Trade payables turnover ratio : The increase in trade payable turnover ratio is due to an increase in both purchases and average trade payables during the year. However, the proportionate increase in purchases was higher than the increase in average trade payables, leading to increase in the ratio.

(f) Return on Capital employed (%) : The return on capital employed decreased primarily due to an increase in capital employed resulting from the infusion of equity through the IPO and an increase in long-term borrowings.

## 41. Stock and Variance Analysis submitted to Bank

The Company has submitted the stock statements to the bank, There is no variance between the Quarterly stock statements submitted to the bank and the underlying records of the Company.

## 42. AS 15 Disclosures - Employee Benefit Expenses

*(All amounts in Rs. Lakhs,except share data and per share data, and unless otherwise stated)*

### Defined Contribution Plan

Contribution to defined contribution plan, recognized as expense for the year are as under:

| Particulars | Current Year | Previous Year |
|---|---|---|
| Employer's Contribution to PF/ESI/pension plan | 22.00 | 18.43 |

### Defined Benefit Plan

**(i) Gratuity obligation of the company :**

To cover the employer's obligation towards gratuity, under the Payment of Gratuity act, the company has obtained actuarial valuation of the said liability. As per the valuation made under Projected Unit Credit (PUC) method by the Actuary, the fund required to be maintained, to cover the present value of past service benefit and current service cost, is partially funded/provided for by the company. To meet the actual liability, the company has taken a group gratuity policy of the LIC of India and to keep the policy alive, the company also paid the annual risk premium and recognized it as expense for the year.

### The Benefits valued

The benefits valued in this report are summarized below:

| Type of plan | Defined benefit |
|---|---|
| Employer's contribution | 100% |
| Employee's contribution | Nil |
| Salary for calculation fo gratuity | Last Drawn Salary |
| Normal retirement age | 58 |
| Vesting period | 5 years |
| Benefit of normal retirement | Same as per the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time) |
| Benefit of early retirement / termination / resignation / withdrawal | Same as normal retirement benefit based on the service upto the date of exit |

| | |
|---|---|
| Benefit on death in service | Same as normal retirement benefit and no vesting period condition applies. |
| Limit | Rs 20 Lakhs |
| Gratuity formula | (15/26) x last drawn salary x number of completed years |

| Changes in the present value of the defined benefit obligation in respect of Gratuity (funded) | Current Year | Previous Year |
|---|---:|---:|
| Defined Benefit Obligation at beginning of the year | 26.60 | 20.13 |
| Current Service Cost | 6.97 | 5.12 |
| Interest Cost | 1.86 | 1.41 |
| Actuarial (Gain) / Loss | 5.76 | (0.06) |
| Benefits Paid | - | - |
| **Defined Benefit Obligation at year end** | **41.19** | **26.60** |

| Changes in the fair value of plan assets | Current Year | Previous Year |
|---|---:|---:|
| Fair value of plan assets as at the beginning of the year | - | - |
| Employer expense (Expected return on plan assets) | | |
| Contributions | 15.27 | - |
| Benefits paid | - | - |
| Actuarial gain/ (loss) on plan assets | - | - |
| **Fair value of plan assets as at the end of the year** | **15.27** | **-** |

| Reconciliation of present value of defined benefit obligation and fair value of assets | Current Year | Previous Year |
|---|---:|---:|
| Present value obligation as at the end of the year | 41.19 | 26.60 |
| Fair value of plan assets as at the end of the year | 15.27 | - |
| **Funded status/(deficit) or Unfunded net liability** | (25.92) | (26.60) |
| **Unfunded net liability recognized in balance sheet** | 25.92 | 26.60 |
| Current | 3.68 | 2.30 |
| Non-Current | 22.24 | 24.30 |

| Expenses recognized in Profit and Loss Account | Current Year | Previous Year |
|---|---:|---:|
| Current service cost | 6.96 | 5.11 |
| Interest cost | 1.86 | 1.41 |
| Deficit in acquisition cost recovered | - | - |
| Expected return on plan assets | - | - |
| Net actuarial loss/(gain) recognized during the year | 5.76 | (0.06) |
| **Total expense recognised in Profit and Loss** | **14.58** | **6.48** |

| Actuarial assumptions | Current Year | Previous Year |
|---|---:|---:|
| Discount Rate | 7.75% | 7.00% |
| Mortality Rate | IALM 2012-14 | IALM 2012-14 |
| Attrition / Withdrawal Rate | 10.00% | 10.00% |
| Salary Growth Rate | 5.00% | 5.00% |

**Note**

The mortality rates are assumed to be as per the Indian Assured Lives Mortality (2012-14) Ultimate (same for previous year)

**(ii) Leave encashment obligation of the company :**

The Company has made provision for leave salary on actuarial valuation basis using the Projected Unit Credit method as per AS 15. These being retirement benefits, an obligation to pay these amounts might arise at the time of resignation/superannuation of the employees.

| Particulars | Current Year | Previous Year |
|---|---|---|
| Number of Employees | 93 | 77 |
| Average age (years) | 29.6 | 28.5 |
| Average remaining working life (Years) | 28.4 | 29.5 |
| Present Value of obligation at the Beginning (Rs. In Lakhs) | 4.11 | 1.82 |
| Expenses Recognized in Income Statement (Rs. In Lakhs) | 3.09 | 2.29 |
| Expenses capitalized/Impairment to intangible Assets under development (Rs. In Lakhs) | - | - |
| Benefits paid (Rs. In Lakhs) | - | - |
| Present Value of obligation at the End (Rs. In Lakhs) | 7.20 | 4.11 |
| **Current Liability** | 0.90 | 0.49 |
| **Non-Current Liability** | 6.30 | 3.62 |
| **Financial Assumption** | | |
| Discount Rate (per annum) | 7.75% | 7.00% |
| Salary Growth rate (per annum) | 5.00% | 5.00% |
| **Demographic Assumptions** | | |
| Mortality rate | (As % of IALM 2012-14) | (As % of IALM 2012-14) |
| Normal retirement age | 58 Years | 58 Years |
| Attrition/Withdrawal rates (per annum) | 10.00% | 10.00% |

## 43. Other disclosures

1. Certain balances representing trade receivables and trade payables, advances, other receivables and payables are subject to reconciliation and receipt of confirmations from the parties, pursuant to confirmation requests sent by the company.
2. Wherever bills are not available, vouchers of the Company are relied upon regarding the accounting of expenses incurred.
3. All figures disclosed in the financial statements (except EPS) and notes have been rounded off to the nearest hundreds with two decimals as per the requirement of Schedule III, unless otherwise stated. There might be apparent differences in some of the totals in the final accounts which is to be ignored.
4. Impact of New Labour codes -The Government of India has enacted the code on wages ,2019 , code on social security ,2020,Industrial Relations code ,2020 and occupational safety,Health and working conditions code ,2020 to be effective from 21 November 2025. The Ministry of Labour and Employment has issued FAQs dated 30 December 2025 clarifying that these codes will be effective upon notification of rules by the respective State Governments .As at the reporting date, the State of Karnataka has not yet notified the relevant rules .Accordingly ,the Company continues to comply with the existing labour laws and is currently unable to reasonably estimate the financial impact , if any of the said Codes .The impact will be assessed once the rules are notified.

5. Warranty Provision - Certain customer purchase orders contain warranty clauses. However, the Company has expressly communicated to the few customers that no warranty is provided on the goods supplied. Further, based on the Company's past experience, no warranty claims have arisen during the last three financial years, nor has any warranty expenditure been incurred.

   Accordingly, management has assessed that there is no present obligation as at the reporting date and that no probable outflow of economic resources is expected in respect of warranty claims. Consequently, in accordance with Accounting Standard (AS) 29, Provisions, Contingent Liabilities and Contingent Assets, no provision for warranty has been recognised in the financial statements.
6. The quantity of shares are stated at actual numbers.
7. Previous period figures have been re- arranged or re- grouped to conform with the classification of the current period wherever considered necessary.
8. Segment Reporting
   The Company operates in a single segment i.e Manufacturing of Precision machined components for the aerospace, Defence, Health care and other industrial applications. Accordingly, no separate segmental information has been provided herein.

   During the year ended 31st March 2026, Revenue from operations from Top 2 Customers represented approximately - 69.62% (March 31, 2025 : 74.38%), Customers represented approximately 35.59 % (March 31, 2025: 52.03%) and 34.03% (March 31, 2025: 22.35%) of the Company's revenue from operations respectively.

As per our report of even date

**For YCRJ & Associates**
Chartered Accountants
Firm's Registration No. 006927S

**For and on behalf of the Board of**
**Apsis Aerocom Limited**

**CA. Ramesh U. Angadi**
Membership No. 234143
UDIN: 26234143IIPXZQ7097

**Basavaraju Kanakatte Shivakumar**
Managing Director
DIN:09704693

**Vinod Kumar Mariyappan**
Whole Time Director
DIN:09704694

**Mihir Kumar Pradhan**
Chairman and Executive Director
DIN:09704695

**Kancharla Naga Shashidhar**
Chief Financial Officer

**Saloni Jayati**
Company Secretary

Place: Bangalore
Date: May 28, 2026

Place: Bangalore
Date: May 28, 2026

# NOTICE TO MEMBERS

**NOTICE IS HEREBY GIVEN THAT THE 4TH ANNUAL GENERAL MEETING OF THE MEMBERS OF APSIS AEROCOM LIMITED WILL BE HELD ON SATURDAY, 26TH DAY OF SEPTEMBER 2026 AT 11:30 A.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

**ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

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

“RESOLVED THAT pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof or the time being in force), the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of the Board of Directors’ and the Independent Auditor’s report thereon, be and are hereby considered and adopted.”

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD KUMAR MARIYAPPAN (DIN: 09704694), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 (“Act’), read with 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 Articles of Association of the Company and as per recommendation of Board of Directors (“Board”) of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Vinod Kumar Mariyappan (DIN: 09704694) Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Date: 29.08.2026**
**Place: Bangalore**

**By order of the Board of Directors**
**For Apsis Aerocom Limited**

**Saloni Jayati**
**Company Secretary & Compliance Officer**
**M. No. A75583**

# NOTES:

1. Pursuant to General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA Circular'), and in terms of the permanent enabling provisions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, companies are permitted to hold their Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the said MCA Circular and SEBI Regulations, the AGM of the Company is being conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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

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

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

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at apsisaerocom.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. https://www.evotingindia.com/.

7. Brief resume of Director including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are annexed hereto.

8. Relevant documents referred to in the accompanying notice and statement are open for

inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during Business Hours upto the date of the meeting.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts.

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

11. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.

12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in Demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The notice of AGM & Annual Report are being sent in electronic mode to members whose e-mail ids are registered with the Company or the Depository Participant(s).

13. VOTING THROUGH ELECTRONIC MEANS
    i. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by CDSL.
    ii. Members who have cast their vote through remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again during the meeting. In case a Member casts their vote through remote e-voting as well as via the e-voting system during the AGM, the vote cast through remote e-voting shall be treated as valid and taken into consideration, while the vote cast during the AGM shall be treated as invalid.
    iii. The E-voting shall commence from Wednesday, 23rd day of September 2026 at 9:00 A.M (IST) and close at Friday, 25th day of September at 5:00 P.M (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 19th day of September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date, being Saturday, 19th day of September 2026.

# ANNEXURE TO NOTICE

**Additional Information on Directors Retiring by Rotation**

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD KUMAR MARIYAPPAN (DIN: 09704694) WHOLE TIME DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

## Annexure-A

[Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings]

| | |
|---|---|
| **Name** | Vinod Kumar Mariyappan |
| **Designation** | Whole Time Director |
| **Directors Identification Number** | 09704694 |
| **Date of Birth (Age)** | 28/11/1988 (38 years) |
| **Date of appointment on the board** | 16/08/2022 (Promoter) |
| **Shareholding in Apsis Aerocom Limited as on 31st March 2026** | 20.39% |
| **Qualification** | He holds a National Apprenticeship Certificate in the trade of 'Tool and Die Making (Press Tools & Jigs & Fixtures)'after receiving apprenticeship training under the Apprentices Act, 1961 from NTTF (Nettur Technical Training Foundation) Industries Private Limited, Bangalore (August 2004 - August 2008) and has passed the trade test conducted by the National Council for Vocational Training in 2009 and has been certified in Tool and Die making by NTTF in June 2009, during this period he was trained on CNC Machining. |
| **Nature of Expertise in Specific functional Areas** | He has around 04 years of experience in tool and die making. He plays a key role in the production and engineering side of our Company. |
| **Terms and Conditions of re-appointment** | Proposed to be reappointed as Director, liable to retire by rotation. |
| **Disclosure of relationships between directors inter-se** | Nil |
| **List of Directorship held in other companies** | Nil |
| **Membership/ Chairmanship in Committees** | Holding membership position in Corporate Social Responsibility Committee, Stakeholder's Relationship Committee and Internal operational Committee |

| | |
|---|---|
| **Brief Resume** | Mr. Vinod Kumar Mariyappan holds a National Apprenticeship Certificate in the trade of 'Tool and Die Making (Press Tools & Jigs & Fixtures)' after receiving apprenticeship training under the Apprentices Act, 1961 from NTTF (Nettur Technical Training Foundation) Industries Private Limited, Bangalore (August 2004 - August 2008) and has passed the trade test conducted by the National Council for Vocational Training in 2009 and has been certified in Tool and Die making by NTTF in June 2009, during this period he was trained on CNC Machining. |
| **Terms & Conditions of re-appointment including remuneration payable** | He shall be the Whole Time Director of the company at a remuneration of Rs. 62,40,000/- per annum. |
| **Number of Meetings of Board attended during the year** | 13 (Thirteen) |
| **Details of remuneration sought to be paid and last drawn** | Last drawn salary is Rs. 62,40,000/- per annum and same sought to be paid |
| **Skills and capabilities required for the role and the manner in which the proposed person meets such requirements** | Mr. Vinod Kumar Mariyappan possesses expertise in tool and die making, CNC machining, precision manufacturing, and production processes. He holds an NCVT-recognized National Apprenticeship Certificate in Tool and Die Making and has undergone extensive practical training at NTTF, equipping him with the technical knowledge, manufacturing skills, and hands-on experience required for the role. |
| **Listed entities from which resigned in the past Three years** | Nil |

# CDSL e-Voting System – For Remote e-voting

**THE INTRUCTIONS 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, 23rd day of September 2026 at 9:00 A.M (IST) and close on Friday, 25th day of September at 5:00 P.M (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 Saturday, 19th day of September 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|---|---|
| **Individual Shareholders holding securities in demat mode 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.<br>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<br>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.<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| **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. 1800 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

**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 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>• 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<br><br>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.<br><br>• 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; cs@apsisaerocom.com (designated email address by company) , 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 at toll free no. 1800 21 09911.

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, Marathon Futurex, 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 21 09911

apsis AEROCOM

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