TEAMO PRODUCTIONS HQ LIMITED

(Formerly known as GI Engineering Solutions Limited)

CIN: L74110DL2006PLC413221

Regd. & Corporate Office : Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I, Netaji Subhash Place, North West Delhi, Delhi-110034

Tel No: 011-44789583 | **Website:** www.tphq.co.in | **E-mail ID:** cs@giesl.in

September 05, 2026

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400051

NSE SYMBOL: TPHQ

Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy
Towers, Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 533048

Sub: Submission of 20th Annual Report of the Company for the Financial Year 2025-26

Dear Sir/Ma'am,

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the 20th Annual Report of the Company for the Financial Year 2025-26, including the Notice convening the 20th Annual General Meeting ("AGM") of the Company.

The Annual Report is also available on the website of the Company at **www.tphq.co.in**.

You are requested to take the information on record and oblige.

Thanking You,

Yours faithfully,

for **Teamo Productions HQ Limited**

MOHAAN NADAAR
Digitally signed by MOHAAN NADAAR

Mohaan Nadaar
Managing Director
DIN: 03012355

Teamo Productions HQ Limited

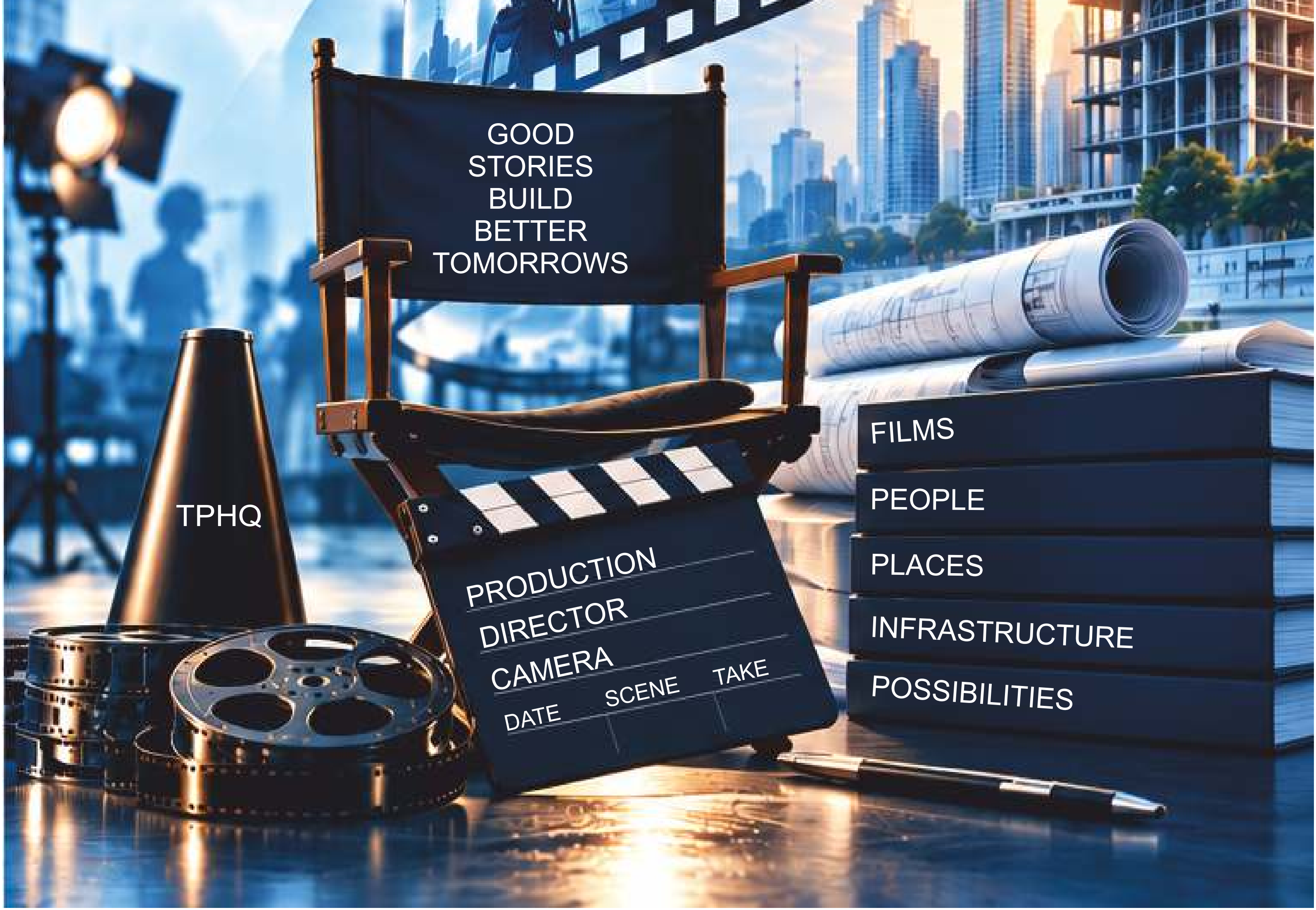
PEOPLE | PLACES | POSSIBILITIES

IDEAS
TALENT
CULTURE
ENTERTAINMENT
INFRASTRUCTURE
A BRIGHTER
TOMORROW

ANNUAL REPORT

2025 – 26

STORIES
STRUCTURES
A BRIGHTER
TOMORROW



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CORPORATE INFORMATION

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Mohaan Nadaar (DIN: 03012355)	Managing Director
Mr. Suresh Kumar Dhingra (DIN: 03513272)	Wholetime Director
Ms. Sony Kumari (DIN: 09270483)	Independent Director
Mr. Om Prakash Agarwal (DIN: 09553402)	Independent Director
Mr. Amandeep Singh (DIN: 09727614)	Independent Director
Mr. Deepak Singh	Company Secretary & Compliance Officer

REGISTERED & CORPORATE OFFICE

Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I, Netaji Subhash Place, North West Delhi, Delhi-110034

STATUTORY AUDITORS	SECRETARIAL AUDITORS
M/s. A.K. Bhargav & Co., Chartered Accountants H. No. 103A, New Lahore Shastri Nagar, Street No.4 (Behind Jain Mandir), New Delhi-110031	M/s. Shubhangi Agarwal & Associates, Companies Secretaries 3E/2, Upper Ground Floor, Jhandewalan Extn., New Delhi – 110055

INTERNAL AUDITORS

M/s. G Mansi & Associates, Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre
Mahakali Caves Road Andheri (E) Mumbai – 400093
Telephone : 91- 22- 6263 8200; Fax : 91- 22- 6263 8299
E-mail : investor@bigshareonline.com

BOARD COMMITTEES & ITS COMPOSITION

AUDIT COMMITTEE

Mr. Amandeep Singh (DIN: 09727614)	Chairman
Mr. Om Prakash Aggarwal (DIN: 09553402)	Member
Mr. Suresh Kumar Dhingra (DIN: 03513272)	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amandeep Singh (DIN: 09727614)	Chairman
Mr. Om Prakash Aggarwal (DIN: 09553402)	Member
Ms. Sony Kumari (DIN: 09270483)	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Amandeep Singh (DIN: 09727614)	Chairman
Mr. Om Prakash Aggarwal (DIN: 09553402)	Member
Ms. Sony Kumari (DIN: 09270483)	Member

NOTICE

Notice is hereby given that the 20th Annual General Meeting of Teamo Productions HQ Limited (formerly known as *GI Engineering Solutions Limited*) will be held on Monday, September 28, 2026 at 12:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS 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, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Audited Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. SURESH KUMAR DHINGRA (DIN: 03513272), WHOLE-TIME DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**

   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 all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Suresh Kumar Dhingra (DIN: 03513272), Whole-Time Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Whole-Time Director of the Company."

   SPECIAL BUSINESS:

3. **MEMBERS APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT 2013**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company (Board) to enter into contract(s) / arrangement(s) / transaction(s) with a related party(s) within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to avail and provide any service and for purchase and sale of goods and material, as the Board may deem fit, up to a maximum aggregate value of Rs. 100,00,00,000 (Rupees One Hundred Crores Only) at arm's length basis and in the ordinary course of business, for the Financial Year 2026-27.

   RESOLVED FURTHER THAT documents, file applications and make representations in respect thereof the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects."

By order of Board of Directors
For Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited
Mohaan Nadaar
Managing Director
DIN: 03012355

Place: New Delhi
Date: August 31, 2026

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its latest General Circular No. 03/2025 dated September 22, 2025, and other circulars issued in this respect ("MCA Circulars") allowed, *inter-alia*, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 20th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 20th AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, 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, Bigshare Services Private Limited (Bigshare) will be providing 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 on the date of the AGM will be provided by Bigshare.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed.
7. The Register of Members and Share Transfer Books shall remain closed from Tuesday, September 22, 2026 to Monday, September 28, 2026 (Both days inclusive) for the purpose of annual closing and for the 20th Annual General Meeting of the Company.
8. The Company has appointed M/s Shubhangi Agarwal and Associates ("SAA")., a Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner and They have communicated their willingness to be appointed and will be available for same purpose.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tphq.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Bigshare (agency for providing the Remote e-Voting and venue voting facility) i.e. https://ivote.bigshareonline.com.

10. A copy of the Financial Statements along with the Auditor's Report, Board's Report and such other matters necessary for the shareholders is annexed to the notice in the Annual Report. Electronic copy of the Annual Report for 2025-26 is being sent to all the Members whose e-mail addresses are registered with the Company/ Depository Participants(s) for communication. The Annual Report may also be accessed on the Company's Corporate Website www.tphq.co.in.

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

i. The voting period begins on Friday, September 25, 2026 at 09:00 A.M. and ends on Sunday, September 27, 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. 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.

iii. 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.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	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 **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** 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**	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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID’** (User id description is given below) and ‘**PASSWORD’** which is shared separately on you register email id.
    - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.

o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for Custodian on i-Vote E-voting portal:
- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - o Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - o Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. **Procedure for joining the AGM through VC/ OAVM:For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- 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.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number cs@giesl.in. The same will be replied by the company suitably.

- Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@giesl.in at least seven (7) days in advance before the start of the meeting i.e. by September 21, 2026 by 05.00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

Item No.3:

To ensure continuous business operation without any interruption, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to avail and provide any service and for purchase and sale of goods and material for an amount of Rs. 100,00,00,000 (Rupees One Hundred Crores Only) during Financial Year 2026-27.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications thereto shall require prior approval of the Members of the Company by way of a resolution, subject to the applicable provisions of the SEBI Listing Regulations.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, the materiality threshold for related party transactions is prescribed under Schedule XII to the SEBI Listing Regulations. In terms of Schedule XII, where the annual consolidated turnover of a listed entity is up to ₹20,000 Crore, a related party transaction shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, based on its last audited financial statements.

The annual standalone/consolidated turnover of the Company as per its audited financial statements for the Financial Year 2025-26 is Rs. 112.35 Crore and, accordingly, the applicable materiality threshold is Rs. 11.24 Crore, being 10% thereof. The Company proposes to enter into related party transaction(s)/ arrangements during the Financial Year 2026-27 having an aggregate estimated value of ₹100,00,00,000 (Rupees One Hundred Crores only). Since the aggregate value of the proposed transaction(s) exceeds the applicable materiality threshold, the same are being placed before the Members for their prior approval in accordance with Regulation 23 of the SEBI Listing Regulations.

The Board recommends the ordinary resolution set forth at Item No. 3 of the Notice for approval of the Members.

In terms of the applicable provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the applicable SEBI Circulars governing Related Party Transactions, all Related Parties of the Company shall abstain from voting on the resolutions set out at Item No.3 of this Notice, irrespective of whether they are parties to or interested in the proposed transactions

Save and except the above, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any

By order of Board of Directors
For Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited

Mohaan Nadaar
Managing Director
DIN: 03012355

Place: New Delhi
Date: August 31, 2026

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting

Particulars	Mr. Suresh Kumar Dhingra
DIN	03513272
Date of Birth and Age	02/02/1958 (68 years)
Nationality	Indian
Date of first appointment on the Board	December 24, 2024
Qualification	Post Graduate
Experience and Expertise	Mr. Suresh Kumar Dhingra is Post Graduate Diploma holder from Kurukshetra University. He has an experience of more than 41 years in domain of Human Resource, Legal and Administration. He has earlier worked in leadership role with many renowned corporates e.g. Relaxo Footwares Limited, BLK Hospital and Dabur India Limited to quote a few. Mr. Suresh Kumar Dhingra brings extensive experience and strategic leadership to the company. With a strong background, he will drive business growth, and ensure alignment with long-term goals. His leadership will enhance operational efficiency, strengthen corporate governance, and ensure compliance with legal and regulatory requirements. Mr. Dhingra will play a crucial role in the company's continued success and long-term sustainability.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Just Right Life Limited
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	Not related
No. of shares held	Nil
Number of meetings attended during the year	4 (Four)
Terms & conditions of appointment/ re-appointment	Same as approved by the members through postal ballot on March 19, 2025
Remuneration sought to be paid and remuneration last drawn	Same as approved by the members through postal ballot on March 19, 2025
Name of listed entities from which the person has resigned in the past three years	None

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting the 20th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the financial year ended March 31, 2026.

1. FINANCIAL RESULTS AND OPERATIONS

The financial performance of your Company for the year ended March 31, 2026 and March 31, 2025 is tabulated below:

(Rs. In Lakhs)

Particulars	**FY 2025-26**	**FY 2024-25**
Revenue from Operations	11234.63	6,479.53
Other Income	584.63	334.74
Total Income	**11819.26**	**6,814.27**
Cost of material consumed	0.00	0.00
Purchase of Stock in trade	11656.86	6,114.21
Employee Benefit Expense	49.01	77.05
Changes in Inventories	0.00	0.00
Financial Costs	6.06	0.00
Depreciation	12.45	2.88
Other Expenses	53.28	136.96
Profit before Exceptional items	**41.56**	**483.17**
Less: Exceptional items	0.00	0.00
Net Profit Before Tax	**41.56**	**483.17**
Less: Current Tax	11.73	123.42
Less: Previous year adjustment of Income Tax	20.76	22.01
Less: Deferred Tax	(0.81)	0.20
Profit for the Period	**9.88**	**337.54**
Earnings per share	**0.00**	**0.03**

During the year under review, the Company recorded Revenue from Operations of ₹11,234.63 lakh, as compared to ₹6,479.53 lakh in the previous financial year, representing a significant year-on-year growth of 73.39%. Other Income also increased by 74.65%, from ₹334.74 lakh to ₹584.63 lakh. Consequently, the Total Income increased by 73.45%, from ₹6,814.27 lakh to ₹11,819.26 lakh.

The growth in revenue was supported by higher business volumes, with purchases of stock-in-trade increasing by 90.64%, from ₹6,114.21 lakh to ₹11,656.86 lakh. While the higher purchase costs impacted margins during the year, the Company continued to remain profitable and reported a Profit Before Tax of ₹41.56 lakh and a Profit for the Period of ₹9.88 lakh. The Company continues to focus on strengthening its business operations, optimising costs, improving operational efficiencies and pursuing sustainable growth opportunities, with a view to enhancing profitability and creating long-term value for its stakeholders.

2. BUSINESS OVERVIEW

The Company is currently engaged in a diversified range of business activities, including film production, distribution, and related media services; Information Technology-based engineering services; and the trading of engineering goods to support infrastructure development and promote industrial and commercial growth and dealing in shares.

3. CHANGE IN NAME OF THE COMPANY

During the period under review, there was no change in the name of the Company, which continues to operate under the name Teamo Productions HQ Limited. The existing name reflects the Company's brand identity and strategic vision.

4. CHANGE IN REGISTERED OFFICE AND CORPORATE OFFICE OF THE COMPANY

During the financial year under review the registered office and corporate office of the Company were shifted from Unit No. 1308, Aggarwal Corporate Heights, Netaji Subhash Palace, North West Delhi, Delhi-110034 to Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I, Netaji Subhash Place, North West Delhi, Delhi-110034 within the local limits of the same city/town, with effect from January 14, 2026.

5. TRANSFER TO RESERVE

During the year under review, the Company has not transferred any amount to the General Reserve. The entire profit for the year has been retained in the business, in accordance with the applicable provisions of the Companies Act, 2013.

6. DIVIDEND

In view of the relatively modest profit earned by the Company during the financial year under review and with a view to conserving resources for meeting its operational requirements and strengthening its financial position, the Board of Directors has not recommended any dividend for the financial year under review. The Board believes that retaining the available resources within the business will support the Company's ongoing operations and future growth initiatives.

7. SHARE CAPITAL

During the financial year under review, there was no issue and allotment of equity shares and, accordingly, there was no change in the Issued and Paid-up Share Capital of the Company during the year. As on March 31, 2026, the Issued and Paid-up Share Capital of the Company stood at Rs. 1,09,62,19,600/-, divided into 1,09,62,19,600 fully paid-up equity shares of Re. 1/- each.

8. DEPOSITS

During the financial year under review, the Company has neither invited nor accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 ("the Act"), read with the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time. Accordingly, there were no outstanding deposits requiring disclosure under the applicable provisions of the Act.

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments have been disclosed in the notes to Financial Statements.

10. SUBSIDIARY & ASSOCIATES COMPANY

During the financial year under review, the Company continued to have its wholly owned subsidiaries in Australia and the United Kingdom, namely Teamo Productions HQ (Australia) PTY Limited and Teamo Productions HQ (UK) Limited.

11. CONSOLIDATED FINANCIAL STATEMENTS

During the financial year under review, the proposed equity investment in the subsidiary(ies) was not completed and, accordingly, the Company was not required to prepare consolidated financial statements for the year under review. Consequently, the requirement to furnish the statement prescribed under Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014, in Form AOC-1, in respect of subsidiaries, joint ventures and associate companies, does not arise for the financial year under review.

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no material changes/commitment affecting the financial position of the Company during the period from the end of the financial year 2025-26 to the date of this report.

13. WEB ADDRESS FOR ANNUAL RETURN

Pursuant to Section 92(3) Section 134 (3) (a) of the Companies Act, 2013, the Company has placed copy of Annual Return as on 31st March, 2026 as prescribed in Form MGT-7 of the Companies (Management and Administration) Rules, 2014 on its website at https://www.tphq.co.in/investors. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

14. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis of the financial conditions, future outlook and results of the operations of the Company for the year under the review, as stipulated under Regulation 34(2)(e) of SEBI (LODR) Regulations, 2015 is given under separate section of this Annual Report and forms part of the Directors' Report.

15. CORPORATE GOVERNANCE REPORT

The Company is committed to upholding the highest standards of corporate governance, firmly rooted in principles of fairness, transparency, and accountability. Its governance philosophy emphasizes clear and honest disclosure practices, which guide the Company in aligning with its vision and mission. The Company strives to continuously develop and implement robust corporate governance policies and procedures that reflect equity, responsibility, and integrity in all its dealings. A comprehensive report on Corporate Governance, prepared in accordance with Regulation 34 of the Listing Regulations, is included as an integral part of this Annual Report.

A certificate confirming compliance with requirements of Corporate Governance as enumerated under the extant provisions of Listing Regulations issued by Ms. Shubhangi Agarwal, Proprietor of M/s Shubhangi Agarwal & Associates, ("SAA"), Company Secretaries is also annexed to the said report.

16. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Vigil Mechanism/ Whistle Blower Policy has been put in place for the Directors and Employees to report their genuine concerns about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against the victimization of directors and employees who avail of the mechanism. The Whistleblower Policy is available on the Company's website on https://www.tphq.co.in/investors.

17. BOARD OF DIRECTORS

The Board of Directors plays a pivotal role in steering the success and sustainability of any organization. It lays down the strategic blueprint for growth—both in terms of scale and value creation—while ensuring that the interests of all stakeholders are effectively served.

The Board of your Company comprises a dynamic mix of skilled professionals and experienced leaders from various fields, contributing diverse insights and strategic depth to the governance process. As on the date of March 31, 2026, the Board consists of six Directors. The Board maintains an equal composition of three Executive Directors and three Non-Executive Independent Directors, one of whom is a Woman Independent Director—demonstrating the Company's commitment to inclusive, transparent, and balanced governance."

There was no change in the composition of the Board during the financial year under review. The composition of the Board as on March 31, 2026 is set out below:

S. No.	Name of Directors	Designation
1	Mr. Mohaan Nadaar (DIN: 03012355)	Managing Director
2	Ms. Ketki Bhavin Mehta (DIN: 05341758)	Whole-time Director cum Chief Operating Officer
3	Mr. Suresh Kumar Dhingra (DIN: 03513272)	Whole Time Director
4	Ms. Sony Kumari (DIN: 09270483)	Independent Director
5	Mr. Om Prakash Agarwal (DIN: 09553402)	Independent Director
6	Mr. Amandeep Singh (DIN: 09727614)	Independent Director

Subsequent to the close of the financial year, Ms. Ketki Bhavin Mehta resigned from the position of Whole-time Director-cum-Chief Operating Officer with effect from August 21, 2026. Accordingly, the composition of the Board as on the date of this Report stands modified pursuant to the aforesaid resignation.

S. No.	Name of Directors	Designation
1	Mr. Mohaan Nadaar (DIN: 03012355)	Managing Director
2	Mr. Suresh Kumar Dhingra (DIN: 03513272)	Whole Time Director
3	Ms. Sony Kumari (DIN: 09270483)	Independent Director
4	Mr. Om Prakash Agarwal (DIN: 09553402)	Independent Director
5	Mr. Amandeep Singh (DIN: 09727614)	Independent Director

Retirement by Rotation:-

In accordance with the provisions of Section 152 of the Act and in terms of Articles of Association of the Company, Mr. Suresh Kumar Dhingra (DIN: 03513272), Whole Time Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Brief profile of Director being re-appointed is given in the Notice convening the ensuing Annual General Meeting of the Company.

Declarations by Independent Directors

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act"), read with the applicable rules made thereunder, and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The Independent Directors have also confirmed compliance with the provisions of the Code for Independent Directors prescribed under Schedule IV to the Act.

All the Independent Directors of the Company have registered their names in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs ("IICA"), Manesar, in accordance with the applicable provisions of the Act and the rules made thereunder. The Independent Directors, wherever applicable, have also complied with the requirement relating to the online proficiency self-assessment test conducted by the IICA within the prescribed period.

In the opinion of the Board, the Independent Directors of the Company possess the requisite integrity, expertise, experience, qualifications, skills and proficiency required for performing their duties and responsibilities effectively. The Board is also of the opinion that the Independent Directors fulfil the criteria of independence prescribed under the Act and the SEBI LODR Regulations and are independent of the management of the Company.

During the financial year under review, there was no change in the circumstances affecting the status of the Independent Directors as independent directors of the Company.

Further, none of the Directors of the Company is disqualified from being appointed or continuing as a Director under Section 164 of the Companies Act, 2013.

Appointment and Resignation of Key Managerial Personnel

There has been no change in the Directors and the Key Managerial Personnel during the financial year 2025-26.

As per the requirement under the provisions of section 203 of the Act, the following are the Key Managerial Personnel ('KMP') of the Company as on March 31, 2026:

Name	Designation
Mr. Mohaan Nadaar	Managing Director
Ms. Ketki Bhavin Mehta	Whole-time Director cum Chief Operating Officer
Mr. Suresh Kumar Dhingra	Whole Time Director
Mr. Mohit Yadav	Chief Financial Officer
Mr. Deepak Singh	Company Secretary & Compliance Officer

Mr. Mohit Yadav resigned from the position of Chief Financial Officer of the Company with effect from May 30, 2026. Further, Ms. Ketki Bhavin Mehta resigned from the position of Whole-time Director-cum-Chief Operating Officer with effect from August 21, 2026.

Accordingly, as on the date of this Report, the Key Managerial Personnel of the Company are as follows:

Name	Designation
Mr. Mohaan Nadaar	Managing Director
Mr. Suresh Kumar Dhingra	Whole Time Director
Mr. Deepak Singh	Company Secretary & Compliance Officer

18. PERFORMANCE EVALUATION OF THE BOARD

In line with the statutory requirements enshrined under the Companies Act, 2013 and the Listing Regulations, the Board carried out a performance evaluation of itself, its Committees, the Chairman and each of the other Directors. The performance evaluation was carried out on the basis of framework approved by the Nomination and Remuneration Committee. The Committee had unanimously consented for an 'in-house' review built on suggestive parameters. Based on the suggestive parameters approved by the Nomination and Remuneration Committee, the following evaluations were carried out:

- Review of performance of the non- independent Directors and Board as a whole by Independent Directors.
- Review of the performance of the Chairperson by the Independent Directors.
- Review of Board as a whole by all the Members of the Board.
- Review of all Board Committees by all the Members of the Board.
- Review of Individual Directors by rest of the Board Members except the Director being evaluated.

Results of all such above referred evaluations were found satisfactory.

19. AUDITORS

a) STATUTORY AUDITORS & AUDIT REPORT

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. A.K. Bhargav & Co., Chartered Accountants (Firm Registration No. 0034063N), was appointed as the Statutory Auditors of your Company to hold the office for five consecutive years i.e. from the conclusion of the 16th AGM till the conclusion of 21st AGM to be held in the year 2027.

The statutory auditors' report for the financial year 2025-26 do not contain any qualifications, reservations or adverse remarks. The auditors' report is attached to the financial statements of the Company.

There are no frauds reported by the auditors of the Company under sub section 12 of section 143 of the Companies Act, 2013 during the financial year under review.

b) SECRETARIAL AUDIT

On the recommendation of the Audit Committee and subsequent approval by the Board of Directors, the Members of the Company, at the 19th Annual General Meeting held on August 11, 2025, approved the appointment of M/s. Shubhangi Agarwal & Associates ("SAA"), Company Secretaries (COP No. 19144), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from FY 2025-26 and continuing up to FY 2029-30.

Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has obtained the Secretarial Audit Report for the financial year ended on 31st March, 2026 from M/s. Shubhangi Agarwal & Associates ("SAA"), Company Secretaries (COP No.- 19144) and the same forms part of the Annual Report. Explanation to the observations in secretarial audit report is given as below;

1. Regulation 30 of SEBI (LODR) Regulations, 2015: Delay in submission of disclosure pertaining to the visit conducted by the Enforcement Directorate (ED) at the Company's office and the residence of the Promoter.

   Explanation: The Company has submitted the reasons for delay in filing, which occurred due to the finalisation of financial accounts and completion of the statutory audit for the Annual Audited Financials for FY 2024–25

2. Regulation 30 of SEBI (LODR) Regulations, 2015: NSE and BSE sought clarification on unusual movement in price and/or trading volume of the Company's securities vide their surveillance emails dated December 24, 2025.

   Explanation: The Company has submitted that it is regularly disseminating all material events and price-sensitive information in compliance with Regulation 30 of the SEBI (LODR) Regulations, 2015, and undertakes to make appropriate disclosures as and when required.

c) COST AUDIT

Provisions of Section 148 of the Companies Act, 2013 regarding maintenance of cost records and audit thereof is not applicable to your Company.

d) INTERNAL CONTROLS SYSTEM AND THEIR ADEQUACY

The Board is entrusted with the responsibility of establishing and maintaining an effective internal financial control system in accordance with Section 134 of the Companies Act, 2013. Your Company has implemented robust internal control systems and procedures that are commensurate with the scale and complexity of its operations.

Periodic reviews of these controls are conducted by the Internal Auditors to assess their effectiveness and ensure compliance with applicable laws and standards. These reviews help provide reasonable assurance regarding the reliability of financial reporting and operational efficiency. For the year under review, the Internal Audit Report submitted by M/s. G Mansi & Associates, Practicing Chartered Accountants, was reviewed by the Audit Committee and duly noted by the Board.

20. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been annexed to this report as '**Annexure A'.**

None of the employees of the Company are being paid remuneration exceeding the prescribed limit under the said provisions and rules.

Further, particulars of employees pursuant to Rule 5(2) & 5(3) of the above Rules form part of this report. However, in terms of provisions of section 136 of the said Act, the Annual Report is being sent to all the members of the Company and others entitled thereto, excluding the said particulars of employees. Any member interested in obtaining such particulars may write to the Company Secretary at E-mail - cs@giesl.in.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on technology absorption and foreign exchange earnings and outgo as required pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed to this Report as '**Annexure B'.**

22. MEETINGS

A. BOARD MEETINGS

The Board meets at least once a quarter to review the quarterly results and other items of the Agenda. During the financial year ended on March 31, 2026, five (5) Board Meetings were held and the gap between the two consecutive meetings was within the statutory limit. Details of the Board meetings are given in the Corporate Governance Report annexed herewith for the financial year ended March 31, 2026.

B. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS:

I. AUDIT COMMITTEE

The Company has constituted a well qualified and Independent Audit Committee as required under Section 177 of the Companies Act, 2013 as also in fulfillment of the requirements of Regulations 18 of the SEBI (LODR) Regulations, 2015. The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

The Audit Committee met five (5) times during the financial year. The details of meetings with attendance thereof and terms of reference of Audit Committee have been provided in the Corporate Governance Report which forms part of this Report.

II. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

The Stakeholders' Relationship Committee met Two (2) times during the financial year. The details about the composition of the said committee of the Board of Directors along with attendance thereof have been provided in the Corporate Governance Report which forms part of this Report.

III. NOMINATION & REMUNERATION COMMITTEE

In terms of section 178 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 19 of the Listing Regulations, your Company has in place duly constituted Nomination and Remuneration Committee of the Board of Directors.

The Nomination & Remuneration Committee met Two (2) times during the financial year. The details of the composition of the committee along with other details are available in the Corporate Governance Report which forms part of this Report.

23. NOMINATION AND REMUNERATION POLICY

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013 and as per the Listing regulations, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees which is also available on the Company's website at www.tphq.co.in.

24. CORPORATE SOCIAL RESPONSIBILITY

During the financial year under review, the Company reviewed the applicability of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and other applicable provisions. Based on the prescribed eligibility criteria and thresholds, the provisions of Section 135 were not applicable to the Company for the financial year under review.

The Company had constituted a Corporate Social Responsibility ("CSR") Committee in the previous financial year. During the financial year under review, the CSR Committee held one (1) meeting on April 18, 2025. Subsequently, in view of the non-applicability of the CSR provisions, the CSR Committee was dissolved by the Board on October 13, 2025.

Accordingly, the Company was not required to undertake CSR activities or incur any expenditure towards CSR during FY 2025-26. Consequently, the requirement to furnish the Annual Report on CSR Activities was not applicable to the Company for the financial year under review.

The composition of the CSR Committee as existing on April 18, 2025, and the attendance of its members at the aforesaid meeting are provided in the Corporate Governance Report forming part of this Annual Report. The CSR Committee ceased to exist with effect from October 13, 2025, upon its dissolution by the Board.

25. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

During the financial year under review, the Company did not have any amount of dividend or other sums remaining unpaid or unclaimed for a period of seven years or more. Accordingly, no amount was required to be transferred to the Investor Education and Protection Fund ("IEPF") pursuant to the applicable provisions of the Companies Act, 2013.

26. DISCLOSURE REGARDING INTERNAL COMPLAINTS COMMITTEE

The Company has zero tolerance for sexual harassment at workplace and has formulated a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. All the employees of the Company as a part of induction are sensitized about the provisions of the said Act. The Company believes in providing safe working place for the Women in the Company and adequate protection are given for them to carry out their duties without fear or favour.

Your Company has complied with the provisions relating to constitution/re-constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of Complaints under the Sexual Harassment of Women at Workplace.

1	Number of complaints pending at the commencement of the year	Nil
2	Number of complaints received during the year	Nil
3	Number of complaints disposed during the year	Nil
4	The number of cases pending for a period exceeding ninety days.	Nil
5	Number of Complaints pending at the end of the year	Nil

27. RISK MANAGEMENT

Internal financial control system and timely review of external, operational and other risks enables the Board of your company towards identification and mitigation of the risks. The Company's approach to mitigate business risks is through periodic review and reporting mechanism to the Audit Committee and the Board and thereby maximizing returns and minimizing risks

28. STATEMENT ON MATERNITY BENEFIT COMPLIANCE

The Company is in compliance with the applicable provisions of the Maternity Benefit Act, 1961.

29. SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS/COURTS, IF ANY

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

30. RELATED PARTY TRANSACTIONS

During the financial year under review, all related party transactions entered into by the Company, wherever applicable, were undertaken in the ordinary course of business and on an arm's length basis, and were in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Company's Policy on Related Party Transactions.

The related party transactions, wherever requiring prior approval, were placed before the Audit Committee and the Board of Directors for their consideration and approval in accordance with the applicable provisions of law and the Company's Policy on Related Party Transactions. Further, the related party transactions undertaken during each half-year were placed before the Audit Committee and the Board of Directors for their review and were duly taken on record.

During the year under review, the Company did not enter into any contract, arrangement or transaction with related parties which could be considered material in accordance with the applicable provisions and the Company's Policy on Related Party Transactions.

The applicable provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI LODR Regulations, relating to related party transactions, were duly complied with, wherever applicable.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, are annexed to this Report, wherever applicable. The details of related party transactions entered into during the year are also disclosed in the Notes to the Financial Statements forming part of this Annual Report.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website https://www.tphq.co.in/investors.

31. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards during the year.

32. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there have are no 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 as at 31st March, 2026 and of the profit or loss 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) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

33. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no application made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

34. DETAILS OF DIFFRENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial institutions.

35. ACKNOWLEDGEMENT

Your Directors wish to place on record their deep appreciation for the dedication, professionalism, and tireless efforts of all employees at every level, whose contributions have been instrumental in driving the Company's growth and success.

We also gratefully acknowledge the unwavering support and confidence extended to us by our investors, clients, vendors, bankers, and financial institutions during the year under review. Your continued partnership has been invaluable, and we look forward to further collaboration in the years ahead.

Furthermore, the Company extends its sincere gratitude to the Stock Exchanges, Regulatory Authorities, and all government agencies for their guidance and cooperation throughout 2025–26, which has greatly assisted in our pursuit of operational excellence.

For and on behalf of the Board of Directors
Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited)

	Mohaan Nadaar	**Suresh Kumar Dhingra**
Place : Delhi	**Managing Director**	**Wholetime Director**
Dated : August 31, 2026	**(DIN: 03012355)**	**(DIN: DIN: 03513272)**

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis: **NIL**

2. Details of contracts or arrangements or transactions at Arm's length basis:

S. No.	Name (s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Terms of the contracts or arrangements or Transaction including the value, if any	Date of approval by the board	Amount paid as advances, if any
1	Mr. Suresh Kumar Dhingra	Whole time Director	Remuneration	N.A.	5,35,000	N.A.	N.A.
2	Mr. Mohit Yadav	Chief financhial Officer	Remuneration	N.A.	9,72,000	N.A.	N.A.
3	Mr. Deepak Singh	Company Secretary	Remuneration	N.A.	8,00,000	N.A.	N.A.

For Teamo Productions HQ Limited
(*Formerly known as GI Engineering Solutions Limited****)***

Mohaan Nadaar
Managing Director
(DIN: 03012355)

Suresh Kumar Dhingra
Wholetime Director
(DIN: DIN: 03513272)

Place : Delhi
Dated : August 31, 2026

ANNEXURE - A

DISCLOSURE OF MANAGERIAL REMUNERATION U/S 197 OF COMPANIES ACT, 2013

Details pertaining to remuneration as required u/s 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014

1. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Name	Designation	Ratio of Remuneration of eachDirector to the median remuneration of employees
Mr. Suresh Kumar Dhingra	Whole-time Director	1.77
Mr. Om Prakash Aggarwal	Independent Director	NA
Mr. Amandeep Singh	Independent Director	NA
Ms. Sony Kumari	Independent Director	NA

Note: All the Non-Executive Independent Directors of the Company were not paid any remuneration and were paid only sitting fee for attending meeting of the Board of Directors. Therefore, the said ratio of remuneration of each Director to median remuneration of the employees of the Company is not applicable.

2. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;-**

S. No.	Name of Person and designation	% increase in remuneration
1	Mr. Mohaan Nadaar, Managing Director	Nil
2	Ms. Ketki Bhavin Mehta, Whole-time Director cum Chief Operating Officer	Nil
3	Mr. Suresh Kumar Dhingra, Whole-time Director	N.A.
4	Mr. Om Prakash Aggarwal, Independent Director	N.A.
5	Mr. Amandeep Singh, Independent Director	N.A.
6	Ms. Sony Kumari, Independent Director	N.A.
7	Mr. Mohit Yadav, Chief Financial Officer	N.A.
8	Mr. Deepak Singh, Company Secretary	16.67%

3. **The percentage increase in the median remuneration of employees in the financial year.**

There was no increase in the remuneration of employees during the year 2025-26 hence disclosure under this head is not applicable.

4. **The number of permanent employees on the rolls of the Company.**

The number of permanent employees on the rolls of the Company as on March 31, 2026 is 10.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile**

increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Nil.

6. **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid during the year is as per the Nomination and Remuneration Policy of the Company.

For Teamo Productions HQ Limited
(*Formerly known as GI Engineering Solutions Limited****)***

Mohaan Nadaar
Managing Director
(DIN: 03012355)

Suresh Kumar Dhingra
Wholetime Director
(DIN: 03513272)

Place : Delhi
Dated : August 31, 2026

ANNEXURE B

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	The Company is taking due care for using electricity in the offices
Steps taken by the company for utilizing alternate sources of energy	Company usually takes care for optimum utilization of energy
Capital investment on energy conservation equipments	No capital investment on Energy Conservation equipment made during the financial year

(B) Technology absorption:

Efforts made towards technology absorption	Considering the nature of activities of the Company, there is no requirement with regard to technology absorption.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• **Details of technology imported**	Nil
• **Year of import**	Not Applicable
• **Whether the technology has been fully absorbed**	Not Applicable
• **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof**	Not Applicable
Expenditure incurred on Research and Development	Nil

(C) Foreign exchange earnings and Outgo:

	FY 2025-26	FY 2024-25
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	Nil	Nil
Actual Foreign Exchange outgo	Nil	Nil

For and on behalf of the Board of Directors
Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited)

Mohaan Nadaar
Managing Director
(DIN: 03012355)

Suresh Kumar Dhingra
Wholetime Director
(DIN: DIN: 03513272)

Place : Delhi
Dated : August 31, 2026

MANAGEMENT DISCUSSION AND ANALYSIS

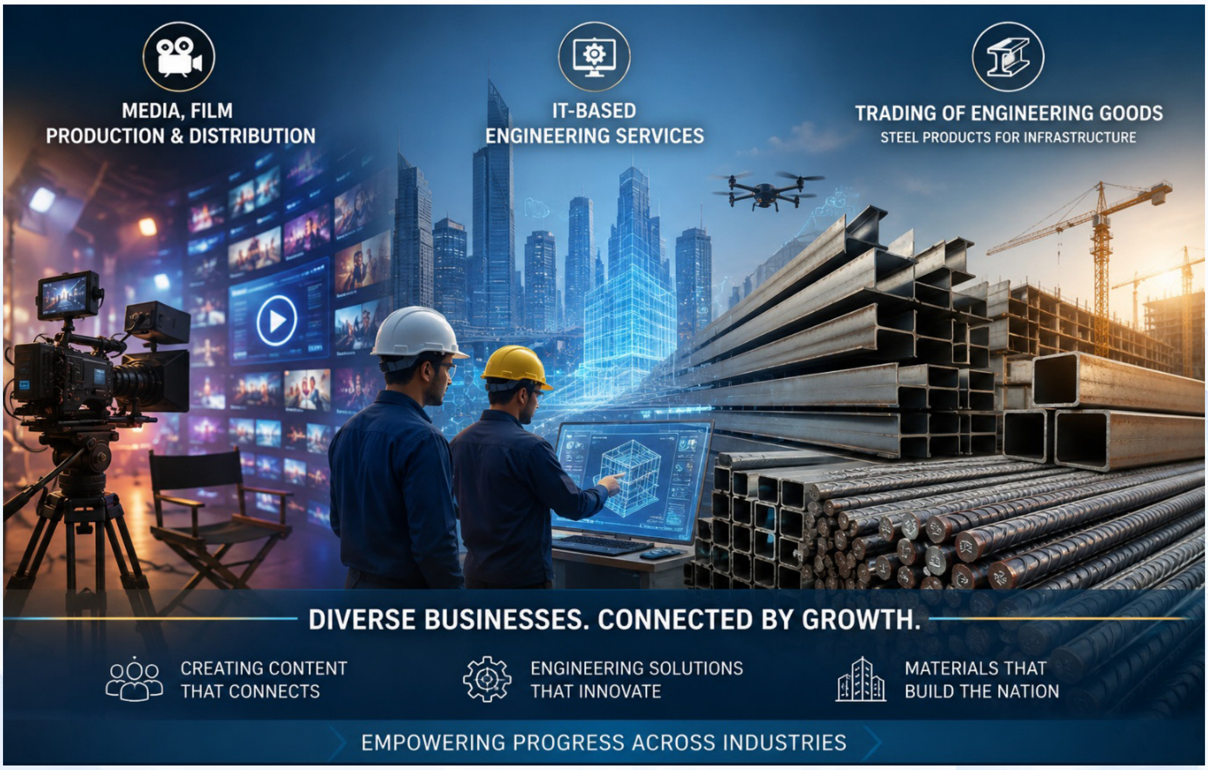
Your Board of Directors is pleased to present the Management Discussion and Analysis Report covering the Company's business operations and performance for the financial year ended March 31, 2026.

The Company operates across a diversified portfolio comprising Media, Film Production & Distribution; Information Technology-based Engineering Services; Trading of Steel and Engineering Products for Infrastructure Projects; and dealing in shares. The Company's diversified business profile provides exposure to multiple sectors and market opportunities, each characterised by distinct growth drivers and operating dynamics.

The Company's business environment during FY 2025–26 was influenced by technological advancement, evolving consumer preferences, infrastructure and industrial development, competitive intensity and changing regulatory and economic conditions. Management continues to evaluate opportunities across its business verticals while maintaining focus on operational efficiency, prudent financial management and sustainable growth.

1. **Industry Structure and Developments**

The Company's principal business activities are spread across Media, Film Production & Distribution; Information Technology-based Engineering Services; Trading of Steel and Engineering Products for Infrastructure Projects; and dealing in shares. The industry environment relevant to these activities is discussed below.



Media, Film Production & Distribution

India's Media & Entertainment ("M&E") industry has entered a phase of scale, digital transformation and changing consumption patterns. The industry is increasingly characterised by the convergence of theatrical, television, digital, streaming and other content formats, with consumers accessing content across multiple platforms and screens.

According to the FICCI–EY Media & Entertainment Report 2026, India's M&E sector grew by approximately 9% in 2025 to ₹2.78 trillion, supported primarily by digital media, advertising and live experiences. Digital media became the largest segment of the industry, crossing the ₹1 trillion revenue mark for the first time. Digital advertising grew by approximately 26% to ₹947 billion, accounting for around 63% of total advertising revenues.

The industry is therefore moving beyond a traditional film-and-television model towards a multi-platform content ecosystem, where content can be monetised through theatrical releases, streaming platforms, digital distribution, advertising, licensing and other ancillary channels.

Key Industry Indicators – Media & Entertainment

Particulars	2025	Industry Significance
Indian M&E industry size	₹2.78 trillion	9% YoY growth
Digital media	₹1 trillion+	Largest M&E segment
Digital advertising	₹947 billion	26% YoY growth
Share of digital in advertising	~63%	Continued shift towards digital
Live events	44% growth	Strong experiential consumption
M&E industry outlook	₹3.3 trillion by 2028	>7% CAGR expected

Source: FICCI–EY, "Stories, Scale and Impact: Unlocking India's Media & Entertainment Economy", March 2026. 2025 figures are calendar-year industry data and 2028 represents industry estimates.

Key Structural Developments

Digital-first consumption:

Increasing smartphone penetration, connected television adoption and growth in streaming platforms are changing how audiences discover, consume and engage with content.

Changing content economics:

Content monetisation is increasingly dependent on audience engagement, discoverability, distribution reach and the ability to develop sustainable revenue streams across multiple platforms.

Regional and differentiated content:

Growing demand for regional-language and differentiated content is expanding the addressable market for content producers and distributors.

Convergence of screens:

The distinction between theatrical, television and digital consumption is becoming less pronounced, creating opportunities for content to travel across multiple platforms.

Technology-enabled content creation:

AI, visual effects, digital production tools and data analytics are increasingly influencing content creation, marketing and audience targeting.

Information Technology-based Engineering Services

The Information Technology-based Engineering Services industry is evolving rapidly as enterprises increasingly integrate engineering capabilities with digital technologies to improve product development, process efficiency, asset performance and operational decision-making. The sector encompasses a broad range of technology-enabled engineering solutions and is increasingly supported by digital engineering, automation, artificial intelligence, cloud technologies, data analytics and connected systems.

The engineering services market is broadly segmented across engineering disciplines, delivery models, service offerings and end-use industries. From a discipline perspective, the market includes civil, mechanical, electrical, piping and structural engineering, while service offerings span product engineering, process engineering, automation-related services and asset-management-related services. Engineering services are delivered through both offshore and onsite models, depending upon the nature, complexity and location of customer requirements.

Engineering Services Market Structure

Market Dimension	Key Segments
Engineering Disciplines	Civil, Mechanical, Electrical, Piping & Structural
Delivery Models	Offshore, Onsite and Hybrid
Service Offerings	Product Engineering, Process Engineering, Automation-related Services, Asset Management-related Services
Technology Enablers	Artificial Intelligence, Cloud Computing, Data Analytics, IoT, Automation and Digital Twins
End-use Industries	Aerospace & Defence, Automotive, Chemical & Petrochemical, Electric Power Generation, Municipal Utilities, Mining, Oil & Gas, Pharmaceuticals, Transportation, Telecommunications and Nuclear Projects

Key Industry Developments

Digital Transformation and Engineering Convergence

Engineering services are increasingly converging with information technology, resulting in the emergence of digital engineering as an important growth area. Customers are increasingly looking for integrated solutions that combine engineering expertise with software, analytics, automation and digital platforms.

This convergence enables organisations to improve product design, shorten development cycles, optimise manufacturing and engineering processes and improve the performance and reliability of physical assets.

Artificial Intelligence and Automation

The increasing adoption of Artificial Intelligence ("AI"), machine learning and automation is changing the engineering services landscape. AI-enabled engineering tools can support design optimisation, predictive maintenance, simulation, quality control and process automation.

The adoption of these technologies is expected to create opportunities for engineering service providers with the ability to combine domain expertise with technology capabilities.

Growth of Product Engineering

Product engineering is becoming increasingly important as companies seek to accelerate product innovation, improve product quality and reduce development timelines. Engineering service providers are increasingly involved across the product lifecycle, from concept and design to testing, validation, deployment and lifecycle management.

Asset Management and Predictive Maintenance

Industrial organisations are increasingly adopting technology-enabled asset-management solutions to improve asset utilisation, minimise downtime and extend asset life. Data analytics, IoT-enabled monitoring and predictive maintenance solutions are contributing to the development of this segment.

Offshore Delivery Model

The offshore delivery model continues to provide customers with access to specialised engineering talent while enabling optimisation of development and operating costs. India's established technology ecosystem, skilled technical workforce and global delivery capabilities provide a supportive environment for the continued development of engineering services.

Trading of Steel and Engineering Products for Infrastructure Projects

The Company's trading business primarily comprises steel and engineering products used in infrastructure, construction and industrial projects, including TMT bars, girders, hollow sections, steel pipes and tubes and other related engineering products. The business is closely linked to the pace of infrastructure development, construction activity, urbanisation, industrial expansion and capital expenditure in India.

The Indian steel and infrastructure ecosystem continues to benefit from increased public and private investment in roads, railways, urban infrastructure, industrial facilities, power, logistics and other capital-intensive projects. This creates sustained demand for structural steel and other steel-based products used in construction and infrastructure applications.

Industry Structure

The market for steel and engineering products used in infrastructure projects comprises a wide range of products serving different construction and industrial requirements.

Product Category	Typical Application
TMT Bars	Reinforced concrete structures, buildings, bridges, roads and other civil infrastructure
Girders / Structural Sections	Bridges, industrial structures, warehouses and large infrastructure projects
Hollow Sections	Structural frameworks, buildings, industrial facilities and fabrication
Steel Pipes & Tubes	Water supply, infrastructure, construction, industrial and utility applications
Other Steel Products	Fabrication, construction, industrial and infrastructure applications

The demand environment for these products is influenced by infrastructure spending, construction activity, industrial production, real-estate development, government capital expenditure and private-sector investment.

Key Industry Developments

Infrastructure-led Demand

Infrastructure development remains one of the key drivers of steel consumption in India. Continued investments in roads, highways, railways, metro systems, airports, ports, urban infrastructure, power and logistics infrastructure support demand for structural steel, reinforcement bars, pipes and other steel products.

India's continued focus on infrastructure development and capital expenditure provides a favourable demand environment for steel products used in construction and infrastructure projects.

Growth in Construction Activity

Expansion of residential, commercial and industrial construction contributes significantly to demand for TMT bars, structural sections, hollow sections, pipes and tubes.

Urbanisation, development of new urban centres and increasing infrastructure requirements are expected to support long-term construction activity

Manufacturing and Industrial Expansion

The expansion of manufacturing capacity, industrial corridors, warehouses, logistics facilities and other industrial infrastructure is expected to create additional demand for structural steel and related products.

The government's focus on strengthening domestic manufacturing and infrastructure connectivity is also expected to support industrial investment.

Steel Demand and Production

India has emerged as one of the world's major steel-producing and steel-consuming economies. According to the Ministry of Steel, India's crude steel production and finished steel consumption have continued to expand, supported by infrastructure and construction demand.

Ministry of Steel – Government of India

2. Opportunities & Threats

The Company's diversified business portfolio provides opportunities across the Media & Entertainment, Information Technology-based Engineering Services and steel and engineering products trading segments. At the same time, each business vertical is exposed to distinct market, operational, technological and financial risks. The key opportunities and threats identified by the management are set out below:

OPPORTUNITIES	THREATS
Growing digital consumption and demand for differentiated content, supported by increasing adoption of streaming platforms and digital media.	Intense competition in the Media & Entertainment industry and rapidly changing audience preferences may affect content performance and monetisation.
Expansion of digital media and multiple content distribution channels, providing opportunities across film production, distribution and related media services.	Uncertainty in the commercial performance of individual films/content projects, including audience response, release timing and competitive offerings.
Increasing adoption of AI, automation, cloud technologies and data analytics, creating opportunities in Information Technology-based Engineering Services.	Rapid technological changes and obsolescence, requiring continuous investment in technology, skills and capabilities.
Growing demand for digital engineering and technology-enabled engineering solutions across multiple industries.	Availability and retention of specialised technical talent and increasing competition for skilled engineering professionals.
Increasing adoption of product engineering, process engineering, automation and asset-management solutions by industrial and technology-oriented customers.	Cybersecurity, data protection and technology-related risks associated with increasing digitalisation.
Infrastructure development and capital expenditure in India, supporting demand for TMT bars, girders, hollow sections, steel pipes, tubes and other engineering products.	Volatility in steel and other input prices, which may affect trading margins and inventory values.
Growth in roads, railways, urban infrastructure, industrial projects, logistics and construction, creating opportunities for the Company's steel and engineering products trading business.	Logistics and transportation cost volatility, which may affect delivered product costs and profitability.
Expansion of manufacturing and industrial activity, creating demand for structural steel and other engineering products.	High competition among manufacturers, distributors and traders, resulting in pricing pressure and potentially lower margins.
Diversification across three business verticals, providing the Company with exposure to multiple industry growth drivers.	Working-capital and liquidity requirements, particularly in the trading business, due to inventory and receivables cycles.
Development of new customer relationships, markets and strategic business opportunities across the Company's operating segments.	Customer credit and collection risks, which may adversely affect cash flows and working-capital efficiency.
Increasing convergence of engineering and information technology, creating opportunities for technology-led engineering solutions.	Macroeconomic, geopolitical and regulatory uncertainties may affect customer demand, investment activity, operating costs and business conditions.

OPPORTUNITIES	THREATS
Urbanisation and long-term infrastructure development, supporting structural demand for construction and infrastructure-related steel products.	Delays in infrastructure and industrial projects may affect the timing and volume of demand for engineering and steel products.

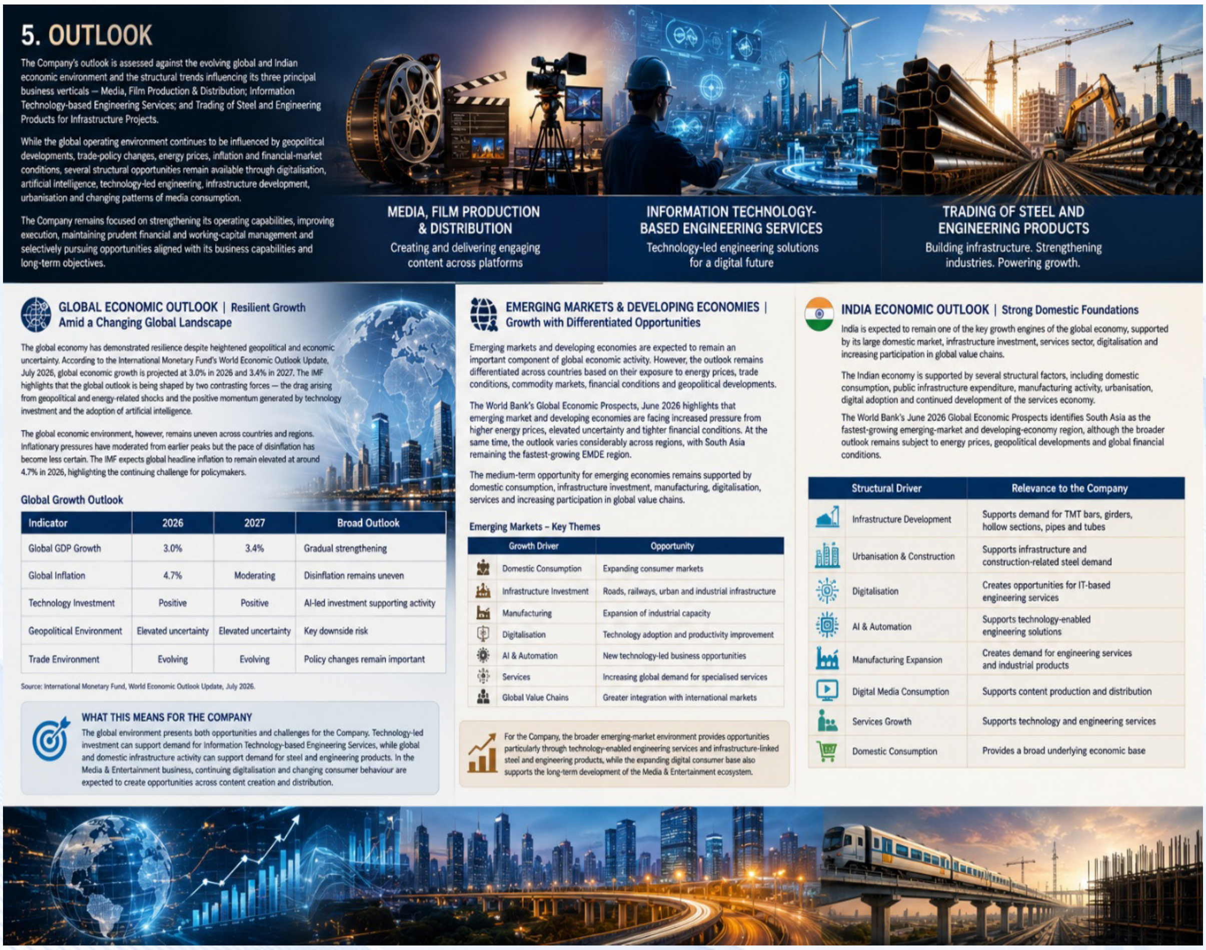
3. **Segment-wise / Product-wise Performanc**

The Company's business operations are diversified across Media, Film Production & Distribution; Information Technology-based Engineering Services; and Trading of Steel and Engineering Products for Infrastructure Projects. The performance of these business verticals during FY 2025–26 was influenced by prevailing industry conditions, business volumes, project execution, customer demand, product mix and the timing of revenue recognition.

Segment Revenue Performance

The segment-wise revenue performance of the Company for FY 2025–26, including comparative information for the previous financial year, has been disclosed in the Notes to the Financial Statements forming part of this Annual Report. The same may be read in conjunction with the discussion on the Company's business segments contained herein

4. **Outlook**



The Company's outlook is assessed against the evolving global and Indian economic environment and the structural trends influencing its three principal business verticals — Media, Film Production & Distribution; Information Technology-based Engineering Services; and Trading of Steel and Engineering Products for Infrastructure Projects.

While the global operating environment continues to be influenced by geopolitical developments, trade-policy changes, energy prices, inflation and financial-market conditions, several structural opportunities remain available through digitalisation, artificial intelligence, technology-led engineering, infrastructure development, urbanisation and changing patterns of media consumption.

The Company remains focused on strengthening its operating capabilities, improving execution, maintaining prudent financial and working-capital management and selectively pursuing opportunities aligned with its business capabilities and long-term objectives.

Global Economic Outlook | Resilient Growth Amid a Changing Global Landscape

The global economy has demonstrated resilience despite heightened geopolitical and economic uncertainty. According to the International Monetary Fund's World Economic Outlook Update, July 2026, global economic growth is projected at 3.0% in 2026 and 3.4% in 2027. The IMF highlights that the global outlook is being shaped by two contrasting forces — the drag arising from geopolitical and energy-related shocks and the positive momentum generated by technology investment and the adoption of artificial intelligence.

The global economic environment, however, remains uneven across countries and regions. Inflationary pressures have moderated from earlier peaks but the pace of disinflation has become less certain. The IMF expects global headline inflation to remain elevated at around 4.7% in 2026, highlighting the continuing challenge for policymakers.

Global Growth Outlook

Indicator	2026	2027	Broad Outlook
Global GDP Growth	3.0%	3.4%	Gradual strengthening
Global Inflation	4.7%	Moderating	Disinflation remains uneven
Technology Investment	Positive	Positive	AI-led investment supporting activity
Geopolitical Environment	Elevated uncertainty	Elevated uncertainty	Key downside risk
Trade Environment	Evolving	Evolving	Policy changes remain important

Source: International Monetary Fund, World Economic Outlook Update, July 2026.

The IMF notes that the technology-led investment cycle, particularly around AI, is providing support to economies integrated into global technology value chains. At the same time, renewed geopolitical tensions, energy-market disruptions, financial-market repricing and persistent trade-policy uncertainty remain important downside risks.

What this means for the Company

The global environment presents both opportunities and challenges for the Company. Technology-led investment can support demand for Information Technology-based Engineering Services, while global and domestic infrastructure activity can support demand for steel and engineering products. In the Media & Entertainment business, continuing digitalisation and changing consumer behaviour are expected to create opportunities across content creation and distribution.

Emerging Markets & Developing Economies | Growth with Differentiated Opportunities

Emerging markets and developing economies are expected to remain an important component of global economic activity. However, the outlook remains differentiated across countries based on their exposure to energy prices, trade conditions, commodity markets, financial conditions and geopolitical developments.

The World Bank's Global Economic Prospects, June 2026 highlights that emerging market and developing economies are facing increased pressure from higher energy prices, elevated uncertainty and tighter financial conditions. At the same time, the outlook varies considerably across regions, with South Asia remaining the fastest-growing EMDE region.

The medium-term opportunity for emerging economies remains supported by domestic consumption, infrastructure investment, manufacturing, digitalisation, services and increasing participation in global value chains.

Emerging Markets – Key Themes

Growth Driver	Opportunity
Domestic Consumption	Expanding consumer markets
Infrastructure Investment	Roads, railways, urban and industrial infrastructure
Manufacturing	Expansion of industrial capacity
Digitalisation	Technology adoption and productivity improvement
AI & Automation	New technology-led business opportunities
Services	Increasing global demand for specialised services
Global Value Chains	Greater integration with international markets

For the Company, the broader emerging-market environment provides opportunities particularly through technology-enabled engineering services and infrastructure-linked steel and engineering products, while the expanding digital consumer base also supports the long-term development of the Media & Entertainment ecosystem.

India Economic Outlook | Strong Domestic Foundations

India is expected to remain one of the key growth engines of the global economy, supported by its large domestic market, infrastructure investment, services sector, digitalisation and increasing participation in global value chains.

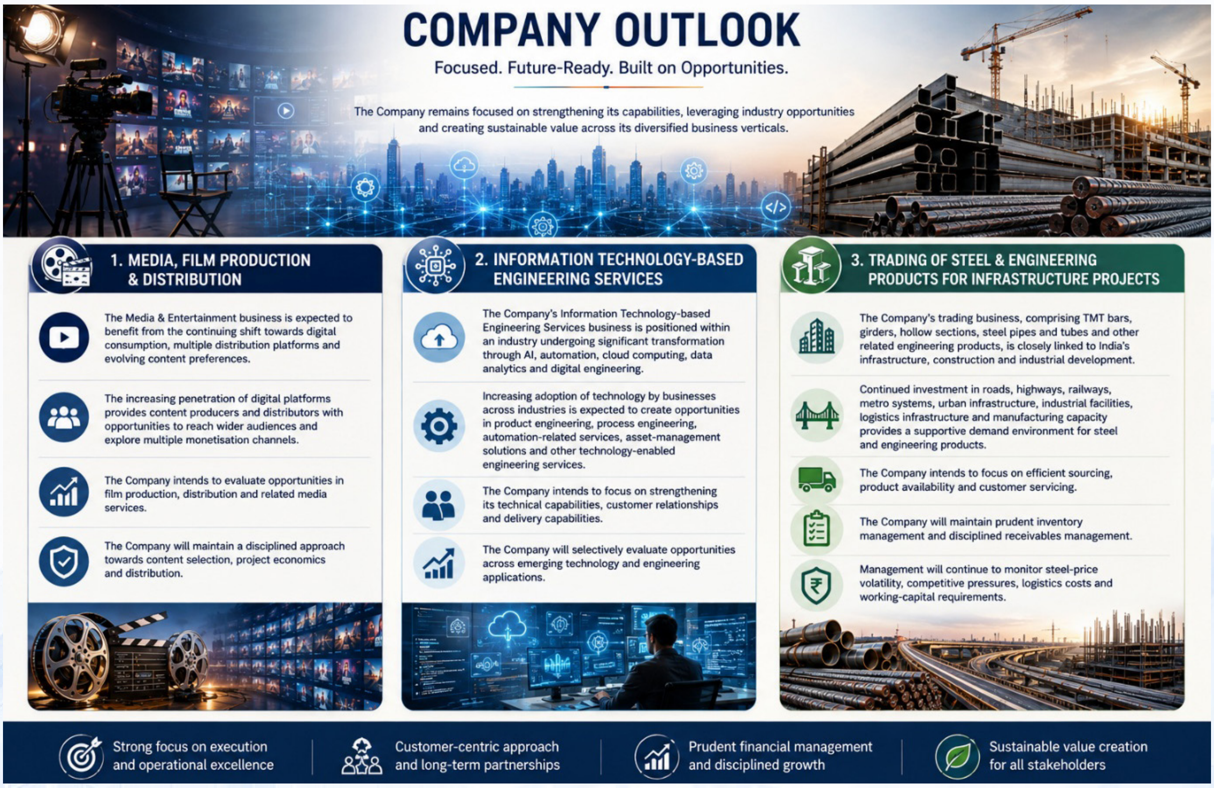
The Indian economy is supported by several structural factors, including domestic consumption, public infrastructure expenditure, manufacturing activity, urbanisation, digital adoption and continued development of the services economy.

The World Bank's June 2026 Global Economic Prospects identifies South Asia as the fastest-growing emerging-market and developing-economy region, although the broader outlook remains subject to energy prices, geopolitical developments and global financial conditions.

Structural Driver	Relevance to the Company
Infrastructure Development	Supports demand for TMT bars, girders, hollow sections, pipes and tubes

Structural Driver	Relevance to the Company
Urbanisation & Construction	Supports infrastructure and construction-related steel demand
Digitalisation	Creates opportunities for IT-based engineering services
AI & Automation	Supports technology-enabled engineering solutions
Manufacturing Expansion	Creates demand for engineering services and industrial products
Digital Media Consumption	Supports content production and distribution
Services Growth	Supports technology and engineering services
Domestic Consumption	Provides a broad underlying economic base

Company Outlook



Media, Film Production & Distribution

The Media & Entertainment business is expected to benefit from the continuing shift towards digital consumption, multiple distribution platforms and evolving content preferences.

The increasing penetration of digital platforms provides content producers and distributors with opportunities to reach wider audiences and explore multiple monetisation channels. The Company intends to evaluate opportunities in film production, distribution and related media services while maintaining a disciplined approach towards content selection, project economics and distribution.

Information Technology-based Engineering Services

The Company's Information Technology-based Engineering Services business is positioned within an industry undergoing significant transformation through AI, automation, cloud computing, data analytics and digital engineering.

Increasing adoption of technology by businesses across industries is expected to create opportunities in product engineering, process engineering, automation-related services, asset-management solutions and other technology-enabled engineering services.

The Company intends to focus on strengthening its technical capabilities, customer relationships and delivery capabilities while selectively evaluating opportunities across emerging technology and engineering applications.

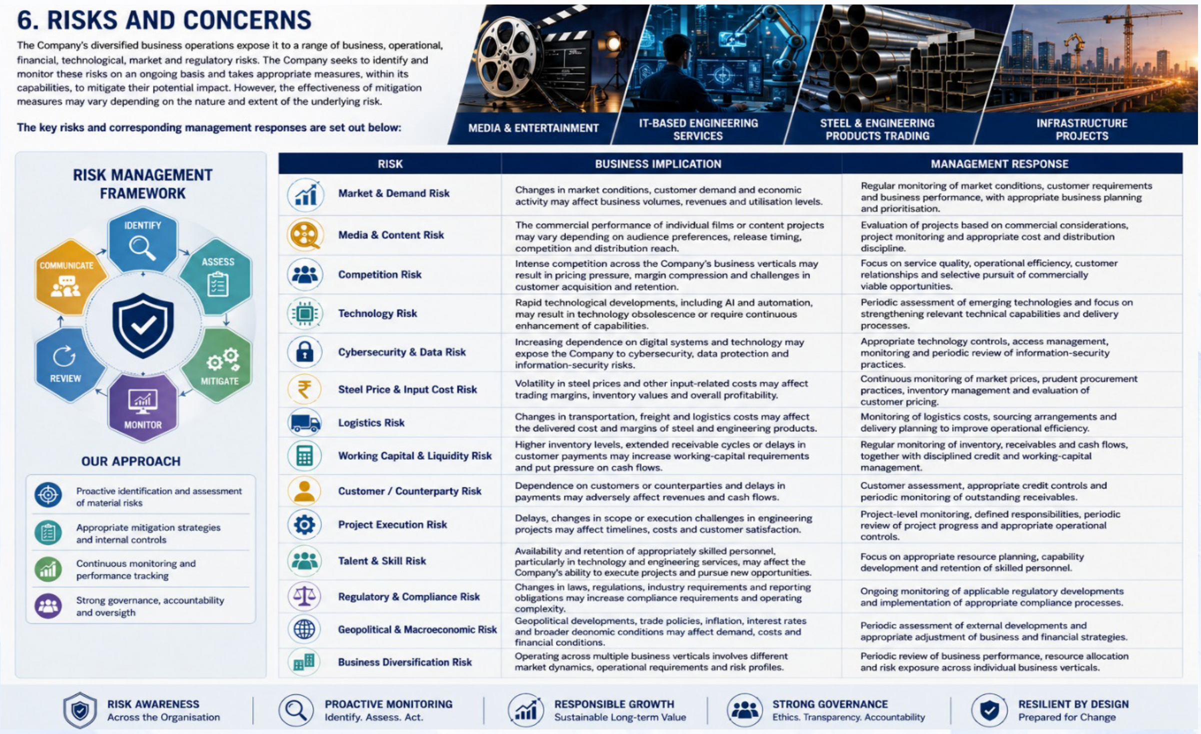
Trading of Steel & Engineering Products for Infrastructure Projects

The Company's trading business, comprising TMT bars, girders, hollow sections, steel pipes and tubes and other related engineering products, is closely linked to India's infrastructure, construction and industrial development.

Continued investment in roads, highways, railways, metro systems, urban infrastructure, industrial facilities, logistics infrastructure and manufacturing capacity provides a supportive demand environment for steel and engineering products.

The Company intends to focus on efficient sourcing, product availability, customer servicing, prudent inventory management and disciplined receivables management. At the same time, management will continue to monitor steel-price volatility, competitive pressures, logistics costs and working-capital requirements.

5. Risks and Concerns



The Company's diversified business operations expose it to a range of business, operational, financial, technological, market and regulatory risks. The Company seeks to identify and monitor these risks on an ongoing basis and takes appropriate measures, within its capabilities, to mitigate their potential impact. However, the effectiveness of mitigation measures may vary depending on the nature and extent of the underlying risk.

The key risks and corresponding management responses are set out below:

RISK	BUSINESS IMPLICATION	MANAGEMENT RESPONSE
Market & Demand Risk	Changes in market conditions, customer demand and economic activity may affect business volumes, revenues and utilisation levels.	Regular monitoring of market conditions, customer requirements and business performance, with appropriate business planning and prioritisation.
Media & Content Risk	The commercial performance of individual films or content projects may vary depending on audience preferences, release timing, competition and distribution reach.	Evaluation of projects based on commercial considerations, project monitoring and appropriate cost and distribution discipline.
Competition Risk	Intense competition across the Company's business verticals may result in pricing pressure, margin compression and challenges in customer acquisition and retention.	Focus on service quality, operational efficiency, customer relationships and selective pursuit of commercially viable opportunities.
Technology Risk	Rapid technological developments, including AI and automation, may result in technology obsolescence or require continuous enhancement of capabilities.	Periodic assessment of emerging technologies and focus on strengthening relevant technical capabilities and delivery processes.
Cybersecurity & Data Risk	Increasing dependence on digital systems and technology may expose the Company to cybersecurity, data protection and information-security risks.	Appropriate technology controls, access management, monitoring and periodic review of information-security practices.
Steel Price & Input Cost Risk	Volatility in steel prices and other input-related costs may affect trading margins, inventory values and overall profitability.	Continuous monitoring of market prices, prudent procurement practices, inventory management and evaluation of customer pricing.
Logistics Risk	Changes in transportation, freight and logistics costs may affect the delivered cost and margins of steel and engineering products.	Monitoring of logistics costs, sourcing arrangements and delivery planning to improve operational efficiency.
Working Capital & Liquidity Risk	Higher inventory levels, extended receivable cycles or delays in customer payments may increase working-capital requirements and put pressure on cash flows.	Regular monitoring of inventory, receivables and cash flows, together with disciplined credit and working-capital management.

RISK	BUSINESS IMPLICATION	MANAGEMENT RESPONSE
Customer / Counterparty Risk	Dependence on customers or counterparties and delays in payments may adversely affect revenues and cash flows.	Customer assessment, appropriate credit controls and periodic monitoring of outstanding receivables.
Project Execution Risk	Delays, changes in scope or execution challenges in engineering projects may affect timelines, costs and customer satisfaction.	Project-level monitoring, defined responsibilities, periodic review of project progress and appropriate operational controls.
Talent & Skill Risk	Availability and retention of appropriately skilled personnel, particularly in technology and engineering services, may affect the Company's ability to execute projects and pursue new opportunities.	Focus on appropriate resource planning, capability development and retention of skilled personnel.
Regulatory & Compliance Risk	Changes in laws, regulations, industry requirements and reporting obligations may increase compliance requirements and operating complexity.	Ongoing monitoring of applicable regulatory developments and implementation of appropriate compliance processes.
Geopolitical & Macroeconomic Risk	Geopolitical developments, trade policies, inflation, interest rates and broader economic conditions may affect demand, costs and financial conditions.	Periodic assessment of external developments and appropriate adjustment of business and financial strategies.
Business Diversification Risk	Operating across multiple business verticals involves different market dynamics, operational requirements and risk profiles.	Periodic review of business performance, resource allocation and risk exposure across individual business verticals.

6. Internal Control Systems and their Adequacy

The Company has an internal control framework commensurate with the nature, size and complexity of its operations, covering financial reporting, authorisation of transactions, safeguarding of assets and compliance with applicable laws.

The Company has appointed an Internal Auditor who periodically reviews the internal control systems and provides observations and recommendations to the Management and, where applicable, the Audit Committee.

Based on the assessment undertaken for FY 2025–26, the Management is of the view that the Company's internal financial controls were adequate and operating effectively during the year. The Company continues to review and strengthen its control processes, as considered appropriate, in line with its business requirements.

7. Financial Performance vis-à-vis Operational Performance

The Company's financial performance for FY 2025–26, including revenue from operations, other income, total income, operating profit/(loss), profit/(loss) before tax and profit/(loss) after tax, along with comparative figures for FY 2024–25, is disclosed in the Financial Statements and Notes thereto forming part of this Annual Report.

The movement in financial performance during the year reflects the Company's operating activities, business volumes across its various business verticals and changes in operating and other expenses. The detailed financial results and year-on-year movements may be read in conjunction with the audited financial statements and the related disclosures contained elsewhere in this Annual Report.

8. Human Resources & Industrial Relations

Human resources continue to play an important role in supporting the Company's business operations and growth objectives. The Company endeavours to maintain an appropriately skilled and efficient workforce aligned with its operational requirements and the needs of its diverse business verticals.

The Company places emphasis on employee engagement, capability development, effective communication and a conducive work environment, with a focus on building a stable and productive workforce.

As at March 31, 2026, the Company had 10 employees. The employee strength is reviewed periodically based on business requirements and operational needs.

The industrial relations remained cordial and stable during FY 2025–26. The Company did not experience any material industrial relations issues during the year.

9. Key Financial Ratios

RATIO	FY 2025-26	FY 2024-25	CHANGE %	REASON FOR ≥25% CHANGE
Debtors Turnover	1.76	1.22	-44.26%	The ratio dropped from 1.22 to 1.76, indicating slower collection from customers. Although revenue increased, the trade receivables increased at a faster rate, leading to a decline in the ratio. This could raise concerns about credit policies, customer quality, or collection efficiency.
Inventory Turnover	0.00	0.00	0.00	NA
Interest Coverage Ratio	0.00	0.00	0.00	NA
Current Ratio	7.20	5.62	-28.19%	There is a significant improvement in the Current Ratio, increasing from 5.62 to 7.20. This improvement is primarily due to an increase in current assets and repayment of current liabilities. It reflects a stronger short-term liquidity position, meaning the company is better positioned to meet its immediate obligations. This could be the result of better working capital management or reclassification of long-term advances to current.

RATIO	FY 2025-26	FY 2024-25	CHANGE %	REASON FOR ≥25% CHANGE
Debt Equity Ratio	0.00	0.00	0.00	NA
Operating Profit Margin	0.09%	5.21%	98.31%	This drop from 5.21% to 0.09% implies that the company is earning lower profit on each rupee of sales. It may be due to increased operating costs, reduced pricing power, or other margin pressures. This suggests a decline in operational efficiency and profitability.
Net Profit Margin	0.09%	5.21%	98.31%	This drop from 5.21% to 0.09% implies that the company is earning lower profit on each rupee of sales. It may be due to increased operating costs, reduced pricing power, or other margin pressures. This suggests a decline in operational efficiency and profitability.

10. Return on Net Worth

PARTICULARS	FY 2025-26	FY 2024-25	CHANGE
Return on Net Worth	0.35%	3.55%	90.17%

The decrease in ROCE from 3.55% to 0.35% indicates weaker returns on the total capital invested in the business. Contributing factors include reduced EBIT and increased capital employed (through infusion of share capital and reduced debt). This reflects underutilization of capital and lower earnings before interest and taxes.

11. Forward-looking Statement

Certain statements in this Management Discussion and Analysis describing the Company's objectives, expectations, estimates and business prospects may constitute forward-looking statements. These statements are based on management's current expectations and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied due to changes in economic conditions, market dynamics, regulation, competition, technology, geopolitical developments and other factors beyond the Company's reasonable control.

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To,

The Members,

Teamo Productions HQ Limited

(formerly known as GI Engineering Solutions Limited)

Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I,

Netaji Subhash Palace, Shakur Pur I Block,

North West Delhi,110034

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Teamo Productions HQ Limited (formerly known as GI Engineering Solutions Limited)** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management's responsibility

The Management along with the Board of Directors are responsible for ensuring that the Company complies with the provisions of all applicable laws and maintains the required statutory records and documents in the prescribed manner.

Auditor's responsibility

My responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I have conducted the audit in accordance with the Company Secretaries Auditing Standards ("CSAS") prescribed by the Institute of Company Secretaries of India. These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS.

Basis for Opinion

I 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 the secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Opinion

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period 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 Bye-laws framed thereunder;

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

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

  a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

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

  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, 2009*****;

  h. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*****;

  i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998*****

(vi) Management of the Company has confirmed that there are no laws specifically applicable to the Company.

***(Not Applicable to the company during the audit period)**

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 BSE Limited and National Stock Exchange of India Limited.

During the audit period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

S. No.	Relevant Provision for Compliance Requirement	Observation
1	Regulation 30 of SEBI (LODR) Regulations, 2015	Delay in submission of disclosure pertaining to the visit conducted by the Enforcement Directorate (ED) at the Company's office and the residence of the Promoter.
2	Regulation 30 of SEBI (LODR) Regulations, 2015	NSE and BSE sought clarification on unusual movement in price and/or trading volume of the Company's securities vide their surveillance emails dated December 24, 2025.

We further report that the following major events happened during the period under review:

1) Change in Registered Office and Corporate Office

The Board of Directors of the Company, at its meeting held on January 14, 2026, approved the change in the Registered Office as well as the Corporate Office of the Company from Unit No. 1308, Aggarwal Corporate Heights, Netaji Subhash Palace, North West Delhi, Delhi – 110034 to Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I, Netaji Subhash Place, North West Delhi, Delhi – 110034, being a location within the local limits of the city/town in which the existing Registered Office of the Company is situated.

2) filing of Form PAS-3 in respect of increase in paid-up share capital

During the financial year 2024-25, the Company allotted equity shares pursuant to the conversion of warrants issued on a preferential basis, following the receipt of the remaining 75% of the issue price per warrant within the prescribed period of 18 months from the date of allotment. As a result, the Company's paid-up share capital increased from INR 84,12,19,600, comprising 84,12,19,600 equity shares of INR 1 each, to INR109,62,19,600, comprising 109,62,19,600 equity shares of INR 1 each. The Company had already obtained the necessary listing and trading approvals for the newly allotted shares from the stock exchanges.

S. No.	Date of allotment	No. of Equity Shares
1	June 11, 2024	8,00,00,000
2	August 20, 2024	7,50,00,000
3	September 10, 2024	8,00,00,000
Total		**23,50,00,000**

However, due to technical issues encountered while processing the e-form PAS-3, the requisite filings could not be completed within the prescribed timelines. The Company took up the matter with the concerned Registrar of Companies (ROC)/MCA office and, upon resolution of the technical issue, completed the filing process for the respective Forms PAS-3 during the financial year 2025-26, along with the applicable additional fees, as prescribed under the provisions of the Companies Act, 2013 and the rules made thereunder.

We further report that;

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and all necessary provisions of the Act and Rules made thereunder were duly complied in this regard.

(ii) Adequate notice is given to all directors to schedule the Board Meetings and statutory Committee Meetings. Agenda and detailed notes on agenda were sent either giving seven days in advance or on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

(iv) As per the information and explanations provided to us by the officers and management of the Company during the course of the Secretarial Audit, the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 were applicable to the Company during the Financial Year under review. However, the requisite documents and records evidencing compliance with the provisions of the said Act were not made available to us for verification. Accordingly, we are unable to comment on the compliance by the Company with the applicable provisions of the said Act during the period under review.

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.

Also, the Company has duly filed applicable forms and returns with the Registrar of Companies / Ministry of Corporate Affairs within the prescribed time or with additional fee in cases of delayed filings. Few forms / returns (if any) which were due for filing during the financial year, the management has assured compliance with the same.

We further report that during the audit period, except the above-mentioned acquisition, there were no instance of:

(i) Debentures/sweat equity, etc.

(ii) Redemption / buy-back of securities

(iii) Merger / amalgamation / reconstruction, etc.

(iv) Foreign technical collaborations

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

For Shubhangi Agarwal & Associates
Company Secretaries

Shubhangi Agarwal
Proprietor
M. No.: 12624; C.P. No.: 19144
UDIN: F012624H001309975
Peer Review Certificate No. 5970/2024

Place: New Delhi
Date: 31.08.2026

Annexure I

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,

The Members,

Teamo Productions HQ Limited

(formerly known as GI Engineering Solutions Limited)

Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I,

Netaji Subhash Palace, Shakur Pur I Block,

North West Delhi,110034

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4), Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the company under the specified laws.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Shubhangi Agarwal & Associates
Company Secretaries

Shubhangi Agarwal
Proprietor
M. No.: 12624; C.P. No.: 19144
UDIN: F012624H001309975
Peer Review Certificate No. 5970/2024

Place: New Delhi
Date: 31.08.2026

CORPORATE GOVERNANCE REPORT

The Company believes in adhering to the best corporate governance practices. In compliance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company presents its Corporate Governance Report.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Company upholds a robust governance framework anchored in the fundamental principles of **integrity, transparency, fairness, accountability, responsibility, and independence**.

Transparency ensures that stakeholders receive timely, accurate disclosures about our financial performance, governance practices, and risks, empowering informed decisionmaking.

Accountability imbues our Board and management with responsibility for their actions, supported by clear roles, internal controls, and performance evaluation.

Fairness guides us to treat all stakeholders—including minority shareholders, employees, clients, suppliers, and communities—with impartiality and equity.

Responsibility extends beyond mere compliance to embrace sustainable, ethical practices and socially aware decisionmaking.

Integrity underpins our corporate culture: we conduct our affairs ethically and expect the same from every individual within our organisation.

Finally, independence in governance—achieved via a diverse and capable Board with strong independent representation—facilitates unbiased oversight and objective strategic direction.

This philosophy is operationalised through a wellbalanced Board, supported by dedicated Committees (Audit, Nomination and Remuneration, Stakeholder Relationship) comprised predominantly of independent directors; clearly defined roles and reporting lines; formal stakeholder engagement mechanisms; and rigorous internal controls. By embedding these practices, the Company ensures ethical conduct, strengthens stakeholder trust, and enhances sustainable, longterm shareholder value.

BOARD OF DIRECTORS

COMPOSITION OF THE BOARD

In accordance with **Regulation 17 of the SEBI (Listing Obligations and Disclosure** Requirements) Regulations, 2015, the Company maintains a well-balanced Board structure. Our Board comprises an optimal mix of Executive and NonExecutive Directors, with at least 50% being NonExecutive (including an adequate number of Independent Directors). Furthermore, a Woman Independent Director is appointed to align with the regulatory mandate aimed at enhancing diversity and robust oversight.

Currently, the Board consists of six Directors—three Executive and three Independent (including one Woman Independent Director)—reflecting sound governance practices and ensuring effective checks and balances between the Board and the executive management.

There was no change in the composition of the Board during the financial year under review. The composition of the Board as on March 31, 2026 is set out below:

S. No.	Name of Directors	Designation
1	Mr. Mohaan Nadaar (DIN: 03012355)	Managing Director
2	Ms. Ketki Bhavin Mehta (DIN: 05341758)	Whole-time Director cum Chief Operating Officer
3	Mr. Suresh Kumar Dhingra (DIN: 03513272)	Whole Time Director
4	Ms. Sony Kumari (DIN: 09270483)	Independent Director
5	Mr. Om Prakash Agarwal (DIN: 09553402)	Independent Director
6	Mr. Amandeep Singh (DIN: 09727614)	Independent Director

Subsequent to the close of the financial year, Ms. Ketki Bhavin Mehta resigned from the position of Whole-time Director-cum-Chief Operating Officer with effect from August 21, 2026. Accordingly, the composition of the Board as on the date of this Report stands modified pursuant to the aforesaid resignation.

S. No.	Name of Directors	Designation
1	Mr. Mohaan Nadaar (DIN: 03012355)	Managing Director
2	Mr. Suresh Kumar Dhingra (DIN: 03513272)	Whole Time Director
3	Ms. Sony Kumari (DIN: 09270483)	Independent Director
4	Mr. Om Prakash Agarwal (DIN: 09553402)	Independent Director
5	Mr. Amandeep Singh (DIN: 09727614)	Independent Director

The composition of the Board of the Company is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 149 of the Companies Act, 2013 ("the Act").

The composition of the Board is an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities effectively and provide leadership to the business.

MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which is currently available with the Board:

Business	Understanding of business dynamics across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Ability to strategize and plan for achievement of goals of the Company and Implementation of the same.
Leadership & Management	Leadership experience, understanding of organization, its systems and processes and ability to lead and direct functions of the Company Management of men, machine and Money including the risk involved.
Governance & Compliance	Insight of governance practices, serving the best interests of all stakeholders, accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Financial acumen	Understanding of financial data and ability to analysis and interpret figures, knowledge of finance as a function of organization, ability to take decisions regarding procurement and usage of funds in most effective manner.

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Name of the Director and Designation	Core skills/expertise/competencies of the Directors				
	Business	Strategy & Planning	Leadership & Management	Governance & Compliance	Financial acumen
Mr. Mohaan Nadaar (Executive Director, Managing Director)	√	√	√	√	√
Mr. Ketki Bhavin Mehta (Executive Director, Wholetime Director cum Chief Operating Officer)	√	√	√	√	√
Mr. Suresh Kumar Dhingra (Executive Director, Wholetime Director)	√	√	√	√	√
Ms. Sony Kumari (Non-Executive - Independent Director)	√	√	√	√	√
Mr. Amandeep Singh (Non-Executive - Independent Director)	√	√	√	√	√
Mr. Om Prakash Aggarwal (Non-Executive - Independent Director)	√	√	√	√	√

BOARD MEETINGS

As a good governance practice and as per the guidance note issued by the Institute of Company Secretaries of India, the Board Meetings held considering the requirements under applicable laws w.r.t minimum number of meetings and maximum permissible time gap between two consecutive meetings. Additional meetings are also convened as and when required.

The Company also offers video conferencing facility to the Directors to enable them to participate as may be permitted under law. The agenda for the meetings are circulated in advance for informed decision making by the Directors. The Company Secretary attends all the meetings of the Board and Committees and prepares draft minutes of such meetings.

The Company follows the prescribed Board procedures and furnishes detailed notes in advance on the businesses to be dealt with at the Board Meetings in terms of Regulation 17 of the Listing Regulations. The Board has been meeting regularly ensuring that the gap between two consecutive meetings does not exceed one hundred and twenty days. The Company was generally in compliance with the requirements of Regulation 17 of the Listing Regulations, as applicable at the relevant time.

During the year, the Board of the Company met 5 times on April 18, 2025, July 09, 2025, August 13, 2025, October 13, 2025 and January 14, 2026 respectively. The maximum gap between the two Board meetings was less than 120 days.

The agenda papers and detailed notes are circulated to the Board well in advance for every meeting, where it is not practicable to attach any document to the agenda, the same is placed before the Board at the meeting and in special circumstances, additional items on the agenda are taken up at the meeting with the necessary approval of Chairperson and Directors in terms of Companies Act, 2013 read with Secretarial Standards.

Details of Directors' attendance at Board and Last Annual General Meeting, Directorships with other Companies including name of listed companies and their designation in those entities and Chairmanship/ Membership of Committees of each Director:

The number of Directorship(s)/Committee Membership(s)/Chairmanship(s) of all Directors are within respective limits prescribed under the SEBI Listing Regulations and the Act. As on March 31, 2026, the details are as follows:

Name of Directors	Designation Category	Attendance Particulars		No. of other directorships and Committee memberships/ chairmanships**			Name of Listed Entities & Category of Directorship	No. of Shares held by non executive directors
		Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships		
Mr. Mohaan Nadaar	(Executive Director, Managing Director)	5	Yes	0	0	0	Nil	NA
Mr. Ketki Bhavin Mehta	(Executive Director, Wholetime Director cum Chief Operating Officer)	1	Yes	0	0	0	Nil	NA
Mr. Suresh Kumar Dhingra	(Executive Director, Wholetime Director)	5	Yes	1	1	0	Nil	NA
Ms. Sony Kumari	(Non-Executive - Independent Director)	2	Yes	4	5	2	Independent Director- Integra Essentia Limited, Advik Capital Limited and Carnation Industries Limited	Nil
Mr. Amandeep Singh	(Non-Executive - Independent Director)	5	Yes	1	2	2	Nil	Nil
Mr. Om Prakash Aggarwal	(Non-Executive - Independent Director)	5	Yes	1	4	0	Independent Director- G G Engineering Limited	Nil

***Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 and only two Committees, namely, Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INDEPENDENT DIRECTORS

The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under Section 149(6) of the Companies Act, 2013 read with the Regulation 16 (1) (c) of the Listing Regulations and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment as an Independent Director of the Company.

In opinion of the Board, the Independent Directors of the Company fulfill the criteria of Independence as per the extant provisions of Companies Act, 2013 and Listing Regulations.

INDEPENDENT DIRECTORS' MEETING

A separate meeting of the Independent Directors was held on January 14, 2026 without the presence of Executive Directors or Non-Independent Directors and members of the management. The Independent Directors in their meeting, inter-alia:

i. reviewed the performance of Non-Independent directors and the Board as a whole and the Chairman of the Company;

ii. Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programmed for Independent Directors

Your Company follows a structured orientation and familiarization programme for Independent Directors which includes familiarizing through reports/codes/internal policies/presentations to enable them to understand their roles and responsibilities, nature of the industry in which the Company operates, business model of the Company, it's strategic and operating plans. Further, during the year, presentations were also made from time to time at the Board and its committee meetings, on regular intervals, covering the business and financial performance of the Company, business outlook, budget, expansion plans, succession plans etc. The details of the familiarization programme for the Independent Directors are available on the website of the Company.

COMMITTEES OF BOARD OF DIRECTORS

The Board has constituted Committees for carrying out designated functions assigned under Companies Act, 2013 and Listing Regulations and delegated powers suited to their respective roles.

The Committees constituted by the Board of Directors of the Company are as under:

1. Audit Committee
2. Nomination & Remuneration Committee

3. Stakeholders' Relationship Committee

4. Corporate Social Responsibility Committee

The details of the role and composition of Committees of the Board including number of meetings held during the year and attendance thereat are provided below.

AUDIT COMMITTEE

The Audit Committee during the year 2025-26 comprised of three or more members and minimum two-third members are independent Directors and the chairman of the meeting is Independent Director. The Chairman of the Committee is an experienced in financial matters. All other members of the Committee are also financially literate.

During the year under review, the Audit Committee met 5 (Five) times on April 18, 2025, July 09, 2025, August 13, 2025, October 13, 2025 and January 14, 2026 with necessary quorum being present at all the meetings:

Name of Member	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Amandeep Singh (DIN: 09727614)	Chairperson	5	5
Mr. Om Prakash Agarwal (DIN: 09553402)	Member	5	5
Mr. Suresh Kumar Dhingra (DIN: 03513272)	Member	5	5

During the year under review, there was no change in the composition of the Audit Committee and the composition of committee as on 31-03-2026 is as detailed below:

Name of Member	Designation
Mr. Amandeep Singh	Chairperson
Mr. Om Prakash Aggarwal	Member
Mr. Suresh Kumar Dhingra	Member

The Company Secretary of the Company acts as Secretary to the Audit Committee.

Brief Terms of reference:

The Audit Committee of the Board, reviews, acts on and reports to our Board with respect to various auditing and accounting matters. The primary responsibilities of the Committee, inter alia, are:

- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders.
- Compliance with legal and statutory requirements.
- Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors.
- Performance of the Company's internal audit function, independent auditors and accounting practices.

- Review of related party transactions and functioning of whistle blower mechanism; and
- Evaluation of internal financial controls and risk management systems and policies.

The Chairman of the Audit Committee was present at the Annual General Meeting held on August 11, 2025. All members of the Audit Committee are financially literate.

Any other matter as may be prescribed, from time to time, to be referred to the Audit Committee in terms of the Companies Act, 2013/ Listing Regulations or any other applicable statute for the time being in force and the rules, regulations thereto.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted for recruitment and recommendation of individuals for appointment as Directors, Key Managerial Personnel and Senior Management officials of the Company. The Committee also formulates and monitors implementation of remuneration policy of the Company. The Nomination & Remuneration Committee comprises of three members all are independent Directors including the Chairman.

During the year under review, the Nomination & Remuneration Committee met 2 (Two) times on April 18, 2025 and October 13, 2025, with necessary quorum being present at all the meetings:

The details of the meetings of the Committee and presence of members during the financial year 2025-26 are given below:

Name of Member	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Amandeep Singh	Chairman	2	2
Mr. Om Prakash Aggarwal	Member	2	2
Ms. Sony Kumari	Member	2	2

During the year under review there was no change in the composition of the Nomination and Remuneration Committee and the composition of the committee as on 31-03-2026 as detailed below:

Name of Member	Designation
Mr. Amandeep Singh	Chairman
Mr. Om Prakash Aggarwal	Member
Ms. Sony Kumari	Member

The Nomination & Remuneration Committee of the Company, *inter alia*, performs the following functions:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees. Formulation of criteria for evaluation of performance of independent directors and the Board.

b) Devising a policy on diversity of the Board.

c) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their Appointment and removal.

d) Extension or continuance of the terms of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors.

e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and carry out evaluation of every director's performance(including that of independent directors).

f) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act 2013 or by the SEBI (Listing) Regulations or by any other applicable law or regulatory authority.

Performance evaluation criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communicate skills, ability to exercise objective judgement in the best interests of the Company and on specific criteria which include commitment, guidance to Management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behavior and judgment, maintenance of confidentiality and contribution to corporate governance practices within the Company.

Policy for Selection and Appointment of Directors and their Remuneration

Nomination and Remuneration Committee has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors and payment of their remuneration. Further the Committee considers, inter alia, the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Independent Director:

- Qualification, expertise and experience in their respective fields such as Information Technology Business, Scientific Research & Development, International Markets, Leadership, Financial Analysis, Risk Management and Strategic Planning, etc.
- Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards, etc.
- Diversity of thought, experience, knowledge, perspective and gender in the Board.

In case of appointment of Independent Directors, the Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively. The Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. In case of re- appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

Criteria for making payments to Non-Executive Directors including all pecuniary relationship or transactions of Non- Executive Directors

The Non-Executive and Independent Directors are not paid any remuneration other than sitting fees for attending the meetings of the Board or its Committees as approved by the Board from time to time.

Pecuniary relationship (if any) other than remuneration with any of the Non-Executive Director is disclosed as part of notes to Financial Statements under note of "Related Party Transactions".

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee is constituted to manage servicing to the shareholders of the Company and to look into aspects related thereto, including redressal of complaints, transfer/ transmission of securities, issue of duplicate shares etc. The Committee comprises of three Members all being Independent Directors including the Chairman.

During the year under review, 2 (Two) meetings of Stakeholders' Relationship Committee were held on April 18, 2025 and October 12, 2025. The Company Secretary of the Company acts as Secretary to the Stakeholders Relationship Committee

Name of Member	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Amandeep Singh	Chairperson	2	2
Mr. Om Prakash Aggarwal	Member	2	2
Ms. Sony Kumari	Member	2	2

During the year 2025-26, there was no change in the composition of the Stakeholders Relationship Committee and the composition of committee as on 31-03-2026 is given below:

Name of Member	Designation
Mr. Amandeep Singh	Chairman
Mr. Om Prakash Aggarwal	Member
Ms. Sony Kumari	Member

The terms of reference of the Stakeholders' Relationship Committee includes the following:

a) Monitoring the grievance and redressal of all security holders' grievances such as complaints related to non-receipt of allotment/refund, review of cases for refusal of transfer/transmission of shares, including non-receipt of share certificates, non-receipt of balance sheet, non-receipt of declared dividends, non- receipt of annual reports, etc. and assisting with quarterly reporting of such complaints.

b) Maintaining continuous harmony with the Registrar and Share Transfer Agent for ensuring allotment, giving effect

to all transfer/ transmission of securities, dematerialization of shares and re-materialization of shares, splitting and issuing of duplicate/consolidated share certificates, complying with all the requirements related to shares, debentures and other securities in a timely manner.

c) Reviewing statutory compliances pertaining to share / security capital, processes, shareholders and depositories.

d) Carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

Name and designation of Compliance Officer:

Mr. Deepak Singh is the Company Secretary and Compliance Officer of the Company.

Status of shareholders' complaints:

During the year under review, there was no complaint received by the Company.

Number of Investor Complaints remaining unresolved or not solved to the satisfaction of shareholders:

Not Applicable

Number of pending complaints:

As at March 31, 2026, no complaint is pending.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In compliance with the provisions of Section 135 of the Companies Act, 2013 ("Act"), the Company had constituted the Corporate Social Responsibility ("CSR") Committee on April 10, 2024.

During the financial year under review, the CSR Committee held one (1) meeting on April 18, 2025. The Company Secretary of the Company acted as the Secretary to the CSR Committee.

The composition of the CSR Committee during the tenure of the Committee and the attendance of its members at the meeting held during the financial year are set out below:

Name of Member	Designation	No. of meetings held during the tenure of Director	No. of Meetings Attended
Mr. Amandeep Singh	Chairperson	1	1
Mr. Om Prakash Aggarwal	Member	1	1
Mr. Mohaan Nadaar	Member	1	1

During the financial year under review, the Company reviewed the applicability of the provisions of Section 135 of the Act and, based on the prescribed eligibility criteria and thresholds, the provisions relating to CSR were not applicable to the Company. Accordingly, considering the non-applicability of the CSR provisions, the Board of Directors, at its meeting held on October 13, 2025, approved the dissolution of the CSR Committee with effect from October 13, 2025.

Accordingly, as at March 31, 2026, no CSR Committee was in existence.

The terms of reference of the CSR Committee, during the period it was in existence, included the following:

a) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act and also reviewing the CSR Policy of the Company from time to time;

b) Formulate and recommend to the Board, CSR annual action plan in pursuance to its Policy;

c) Reviewing annual budgets with respect to CSR Policy;

d) Work with management to establish, develop and implement the requisite framework w.r.t. CSR matters;

e) Receive reports on the Company's CSR performance to assess the effectiveness of the CSR Policy of the Company;

f) Review the findings or recommendations arising out of any audit of Company's CSR matters; and

g) Carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

GENERAL BODY MEETING

The date, time and venue of the last three Annual General Meeting and Extra-Ordinary General Meeting held during the year are given below:

Financial year	Date	Type of Meeting	Time	Venue	Special Resolutions Passed
2024-25	11.08.2025	19th Annual General Meeting	12:30	through video conferencing ('VC') and other audio-visual means (OAVM)	1. Members approval for related party transactions under section 188 of the Companies Act 2013. 2. To approve raising of funds through issuance of securities by the Company.
2023-24	September 25, 2024	18th Annual General Meeting	12.00 P.M.	through video conferencing ('VC') and other audio-visual means (OAVM)	1. To appoint Ms. Sony Kumari (DIN: 09270483) as a Non-Executive, Independent Director of the company 2. Members approval for borrowing under section 180 (1)(c) of the Companies Act, 2013 3. Members approval for securing the borrowings of the company under Section 180(1)(a) of the Companies Act, 2013 4. Members approval to make loan and investment exceeding the ceiling prescribed under section 186 of the Companies Act, 2013 5. Members approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under section 185 of the Companies, Act, 2013 6. Members approval for Related Party Transactions under Section 188 of the Companies Act 2013 7. To approve raising of funds through issuance of securities by the company.
2022-23	July 28, 2023	17th Annual General Meeting	12:30 P.M	through video conferencing ('VC') and other audio-visual means (OAVM)	1. Appointment of Mr. Abhishek Goel (DIN: 06787018) as Chairman and Managing director of the company 2. Appointment of Mrs. Alka Jain (DIN: 10141712) as a Whole-time director of the company

					3. Appointment of Mr. Nitin Bansal (DIN: 09522632) as a Whole-time director of the company 4. Members approval for Related party transactions under Section 188 of the Companies act 2013 5. To approve alteration of object clause of Memorandum of association of the company.

POSTAL BALLOT

During the year under review, there was no special resolution passed through postal ballot.

MEANS OF COMMUNICATION

a) **Website**: Information like Quarterly/Half yearly/Annual Financial Results, Full Annual Report, Shareholding Pattern, and press releases / corporate announcements on significant developments in the Company are made available through website of the Company www.tphq.co.in

b) **Annual Report:** Annual Report containing inter-alia, Audited Accounts, Financial Statements, Board's Report, Management Discussion and Analysis (MD&A) Report, Corporate Governance Report, Auditors' Report, including Information for the Shareholders and other important information is circulated to the members and others entitled thereto

c) **Quarterly/ Annual Results:** The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after approval of Board. These financial results are normally published in the leading English and vernacular newspapers having nationwide circulation. The results are also displayed on the website of the Company www.tphq.co.in

The Financial Results of the Company are generally published in Financial Express.

Details of Company's business, financial information, investor presentations, shareholding pattern, compliance with corporate governance, policies, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances including all other mandatory disclosures are promptly and prominently displayed on the website of the Company at www.tphq.co.in.

PROHIBITION OF INSIDER TRADING

The Company has been adhering to the Code for fair disclosure and Code of Conduct for Regulation, Monitor and Reporting of Insider Trading in terms of amended SEBI (Prohibition of Insider Trading) Regulations, 2015 as notified by the Securities and Exchange Board of India. The same is available on website of the Company www.tphq.co.in .

GENERAL SHAREHOLDER INFORMATION

A. ANNUAL GENERAL MEETING

Day & Date	: Monday, September 28, 2026
Venue	: Through video conferencing / other Audio Visual Means (VC/OAVM)
Time	: 12:30 P.M.
Cut-off date (e-voting)	: September 21, 2026

B. FINANCIAL YEAR

The Financial Year of the Company starts from 1st day of April and ends on 31st day of March of next year:

First Quarter Results	:	August 13, 2025
Second Quarter Results	:	October 13, 2025
Third Quarter Results	:	January 14, 2026
Annual Results for the year March 31, 2026	:	May 27, 2026

C. DIVIDEND PAYMENT DATE

The Directors of the company have not recommended any dividend for the Financial Year 2025-26.

D. NAME AND ADDRESS OF STOCK EXCHANGE AND DATE OF LISTING

Sr. No	Name and address of the Stock Exchange	Stock Code
1.	National Stock Exchange of India Limited (Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai - 400051)	**TPHQ**
2.	BSE Limited (Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Samachar Marg, Mumbai, Maharashtra – 400001)	**533048**

Listing fees for the Financial Year 2025-26 has been paid by the Company to BSE Limited and National Stock Exchange of India Limited.

E. SHARE TRANSFER AGENT

All the work related to the shares held in the physical form as well as shares held in the electronic (demat) form is being done at one single point and for this purpose SEBI registered Registrar and Share Transfer Agent has been appointed, whose details are given below.

Bigshare Services Pvt. Ltd

Registered Off: Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai – 400093, Maharashtra, India

Tel.: 022-62638200 Fax: 022 – 62638299

E-mail: investor@bigshareonline.com, Website: www.bigshareonline.com

SHARE TRANSFER SYSTEM

Effective 1st April, 2019, transfer of Shares in physical form is not permissible under Listing Regulations. Shareholders are thus advised to convert their shares in Dematerialized /Electronic form. No transfer or allotment of shares will be approved in physical form.

Transfer of Equity Shares in dematerialized form is done through depositories with no involvement of the Company.

F. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2026

A. DISTRIBUTION OF SHAREHOLDING

The shareholding distribution of equity shares as on March 31, 2026 is given hereunder:

Number of Equity Shares Held	Number of Shareholders	% of Total Shareholders	Number of Shares Held	% Shareholding
1-5000	140331	89.72	95447689	8.71
5001-10000	7446	4.76	60541114	5.52
10001-20000	3839	2.45	57377502	5.23
20001-30000	1514	0.97	38403657	3.50
30001-40000	652	0.42	23107066	2.11
40001-50000	702	0.45	33467970	3.05
50001-100000	1111	0.71	84342339	7.69
100001- 999999999999999	816	0.52	703532263	64.18
Total	**156411**	**100.00**	**1096219600**	**100.00**

B. CATEGORY WISE SHAREHOLDING AS ON MARCH 31, 2026

Description	Total No. of equity Shares held as on March 31,2024	% Shareholding
Promoters	29,02,81,197	26.48
Mutual Funds	40,500	0.00
Bodies Corporate	12,31,65,663	11.24
Non Resident Indians	86,44,246	0.79
Foreign Portfolio Investor (Corporate) – Category I	0	0.00
Clearing Member	13,90,353	0.13
Overseas Corporate Body	250	0.00
Other Public	672697391	61.36
Total	**1,09,62,19,600**	**100.00**

G. DEMATERIALIZATION OF SHARES

As on March 31, 2026, the entire shareholding of the promoters were held in dematerialized form. Further, 99.97% of the total equity shares from the Category other than promoters were held in dematerialized form.

RECONCILATION OF SHARE CAPITAL AS ON MARCH 31, 2026

SEGMENTS	HOLDINGS	% OF HOLDINGS TO CAPITAL
CDSL	56,023,53,619	51.10%
NSDL	53,58,07,721	48.88%
PHYSICAL	2,58,260	0.02%
TOTAL HOLDINGS	**1,09,62,19,600**	**100.00%**

I. OUTSTANDING CONVERTIBLE INSTRUMENTS

The Company has not issued any Global Depository Receipts / American Depository Receipts/ any convertible instruments during the year under review. There were no outstanding GDRs/ADRs/ as on 31 March, 2026.

J. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company has not undertaken any forex or hedging transactions during the year under review.

K. REGISTERED ADDRESS

ADDRESS FOR CORRESPONDENCE

The investors may address their queries to the Company at the address mentioned herein below:

Unit No. 802, 8th Floor,
Aggarwal Cyber Plaza-I, Netaji Subhash Place,
North West Delhi, Delhi-110034
E-mail: cs@giesl.in

L. OTHER DISCLOSURES

Related Party Transactions

The Company has formulated a policy on Material Related Party Transactions and dealing with Related Party Transactions and the same is available on the Company's website at www.tphq.co.in

All Related Party Transactions entered into by the Company are undertaken in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. Such transactions are placed before the Audit Committee for prior approval, wherever applicable, and the details thereof are periodically reviewed by the Audit Committee.

The details of Related Party Transactions entered into by the Company during the year are disclosed in the Notes to the Financial Statements forming part of the Annual Report.

Further, there were no materially significant Related Party Transactions entered into by the Company during the year which, individually or in aggregate, had the potential to conflict with the interests of the Company at large. Accordingly, no disclosure in this regard is required, other than the disclosures made in the Financial Statements in accordance with the applicable accounting standards and regulatory requirements.

Details of non-compliance with regard to capital market

During the last three years, there has been no incidence of non-compliance by the Company related to the capital market except below;

S. No.	Compliance requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/ Circular No.	Details of violations
1	SEBI Circular No. SEBI/ HO/CFD/CFDPoD1/P/ CIR/2023/123 dated July 13, 2023	SEBI Circular No. SEBI/HO/CFD/ CFDPoD1/P/ CIR/2023/123 dated July 13, 2023	Letter of resignation of Ms. Suchitra Krishnamoorthi and Ms. Shrabani Deodhar was not attached while filing outcome of Board meeting held on August 31, 2024 to the stock exchanges on August 31, 2024
2	Regulation 31 of SEBI (LODR) Regulations, 2015	Regulation 31	Increase in the total number of physical shares in the shareholding pattern filed by the company for the quarter ended September 30, 2024 as compared to the shareholding pattern (SHP) filed for the quarter ended December 31, 2024
3	Regulation 27 of SEBI (LODR) Regulations, 2015	Regulation 27	There was an inadvertent selection of the designation category, which consequently led to incorrect information being recorded for the corporate governance report for the quarter ended December 31, 2024
4	SEBI (LODR), 2015	Regulation 30	Appointment of Internal auditor and Secretarial auditor for the F.Y. 202-23 was not reported to the stock exchanges in the outcome of the Board meeting dated January 10, 2023.
5.	SEBI (Substantial acquisition of shares and takeovers) regulations, 2011 "Takeover Code"	Regulation 29 (1) and (2)	Regulation 29 (2):-Intimation was delayed reported to the stock exchanges on August 10, 2022 by the erstwhile promoters of the company i.e. Sajid Malik but the transaction was executed on August 3, 2022. Regulation 29(1):-Intimation was delayed reported to the NSE by the new promoters of the company i.e. Mr. Vishesh Gupta on May 12, 2023.
6	SEBI (LODR), 2015	Regulation 30	Intimation regarding appointment of compliance officer was reported delayed to stock exchanges on November 18, 2022 by 14 days
7	SEBI (LODR), 2015	Regulation 23(9)	half year ended September 30, 2022:-Related Party Disclosure was reported delayed to the stock exchanges on November 4, 2022 after 15 days from the date of publication of its results. half year ended March 31, 2023:- Disclosure of Related Party Transactions made after the date of publication of its standalone financial results i.e. on April 27, 2023.

Vigil Mechanism /Whistle Blower Policy

The Company has adopted a Vigil Mechanism Policy for reporting the instances of misconduct which is uploaded on the website of the Company at www.tphq.co.in. Accordingly, Directors, employees or any other person having dealings with the Company may report such instances to the Chairman of Audit Committee. Confidentiality to be maintained of such reporting and it will be ensured that the Vigil Mechanism are not subjected to any discrimination.

Web link where policy for determining 'material' subsidiaries is disclosed

The Company does not have any material subsidiary as defined under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Company has not formulated a separate policy for determining material subsidiaries, and hence, no web link is applicable.

M. Compliance with Mandatory and Non-Mandatory Requirements under Chapter IV of Listing Regulations

The Company has complied with all the mandatory requirements of Listing Regulations. The Company also strives to adopt non mandatory requirements to the extent possible; details of non-mandatory requirements adopted by Company are as under:

1. Majority of Non-Executive Director

The Board of directors has ensured that 50% of the entire Board consists of Non-Executive directors, your Company has further ensured that majority of the Non-Executive directors on the Board are independent directors.

2. Modified Opinion(s) in Audit Report

There is no modified opinion(s) in the Auditors Report for the financial year 2025-26 issued by the Auditors of the Company.

3. Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

Details of utilization of funds raised through Rights issue or Preferential Allotment

As no funds have been received by the Company pursuant to the Rights Issue/Preferential Allotment, there has been no utilization of funds. Accordingly, the details pertaining to the utilization of funds are not applicable.

Certificate on Non-Disqualification of Directors

A certificate from Practicing Company Secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority forms part of this report.

Where the Board has not accepted any recommendation of any committee of the Board which is mandatorily required, in the financial year, the same to be disclosed along with reasons thereof

During the year under review, there has been no instance where the Board of Directors had not accepted any recommendation of any of its committees.

Total fees for all services paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

The total fees paid to the M/s. A.K. Bhargav & Co., Chartered Accountants (FRN: 034063N), Statutory Auditors by the Company for the Financial Year 2025-2026 is Rs. 3,00,000.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the financial year ended March 31, 2026, the Company has not received any complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of Complaints under the Sexual Harassment of Women at Workplace.

1	Number of complaints filed during the financial year	Nil
2	Number of complaints disposed of during the financial year	Nil
3	Number of complaints pending as on end of the financial year	Nil

N. Disclosures with respect to loans and advance to entities in which directors are interested

During the financial year under review, the Company has not granted any loans or advances to entities in which the Directors are interested, except as may be disclosed in the financial statements of the Company, if any.

O. Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by the Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central depository Services (India) Limited ("Depositories"), the total issued and listed capital. The audit confirms that the total issued /paid up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form (held with depositories) and that the request for dematerialization of shares are processed by the R & T Agent within the stipulated period of 21 (Twenty- One) days and uploaded with the concerned depositories.

P. Information on Deviation from Accounting Standards, if any

The Company has prepared its annual financial statements for the Financial Year 2025-26 in accordance with the applicable Indian Accounting Standards (Ind AS) prescribed under the Companies Act, 2013. There have been no deviations from the applicable Indian Accounting Standards in the preparation of the annual financial statements for the Financial Year 2025-26.

Q. Disclosure of Compliance with the Corporate Governance requirements

The Company has complied with the applicable provisions of Listing Regulations including Regulation 17 to 27 and Regulation 46.

The Company submits a quarterly compliance report on corporate governance to the Stock Exchange within prescribed timeline from the close of every quarter. Such quarterly compliance report on Corporate Governance is also posted on the website of the Company.

A Certificate from M/s Shubhangi Agarwal and Associates ("SAA"), Practicing Company Secretaries, (COP No.- 19144) confirming compliance with the conditions of the Corporate Governance as stipulated under the Listing Regulations, is forming part of this Report.

R. MD/ CFO certification

To comply with the Regulation 17(8) of SEBI (LODR) Regulations, the Managing Director and the Chief Financial Officer have certified that the financial statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards. The said Certificate is also forming part of this Report.

S. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

The Company does not have any material subsidiary as defined under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the details relating to the date and place of incorporation and the name and date of appointment of the statutory auditors of material subsidiaries are not applicable.

T. Disclosures with respect to demat suspense account/ unclaimed suspense account

The Company does not have any shares lying in the Demat Suspense Account/Unclaimed Suspense Account as on the date of this Report. Accordingly, the disclosures in respect of such account are not applicable.

U. Disclosure of certain types of agreements binding listed entities

There are no agreements binding the Company which fall within the scope of Clause 5A of Paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure in this regard is not applicable.

V. Code of Conduct

The Board and all senior management personnel of the Company are required to abide by the Code of Conduct as laid down by the Board ensuring minimum standards of Business and ethical Conduct.

This Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. This Code has been displayed on the Company's website at www.tphq.co.in .

A declaration by the Managing Director confirming that all the Directors and senior management personnel of the Company have affirmed compliance with Company's Code of Conduct for the financial year ended March 31, 2026 is annexed at the end of this report.

For and on behalf of the Board of Directors
Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited)

	Mohan Nadaar	**Suresh Kumar Dhingra**
Place : Delhi	**Managing Director**	**Wholetime Director**
Dated : August 31, 2026	**(DIN: 03012355)**	**(DIN: 03513272)**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited)
Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I,
Netaji Subhash Palace, Shakur Pur I Block,
North West Delhi,110034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Teamo Productions HQ Limited** CIN: L74110DL2006PLC413221 having registered office at Unit 1308, Aggarwal Corporate Heights, Netaji Subhash Palace, New Delhi-110034 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial year ended March 31, 2026.

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

S. No.	Name of Director	DIN	Date of Appointment
1	Mr. Mohaan Nadaar	03012355	12/08/2023
2	Mr. Ketki Bhavin Mehta	05341758	12/08/2023
3	Mr. Om Prakash Aggarwal	09553402	30/08/2022
4	Mr. Amandeep Singh	09727614	05/09/2022
5	Mr. Suresh Kumar Dhingra	03513272	24/12/2024
6	Ms. Sony Kumari	09270483	31/08/2024

However, based on the records available on the MCA Portal, it is observed that the Director Identification Number (DIN) of Mr. Om Prakash Aggarwal is presently shown as "Deactivated" due to non-filing of Form DIR-3 KYC. Further, Ms. Ketki Bhavin Mehta has ceased to be a Director of the Company with effect from August 21, 2026, pursuant to her resignation from the directorship of the Company.

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

For Shubhangi Agarwal & Associates
Company Secretaries

Shubhangi Agarwal
Proprietor
M. No.: 12624; C.P. No.: 19144
UDIN: F012624H001310250
Peer Review Certificate No. 5970/2024

Place: New Delhi
Date: 31.08.2026

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,

The Members,

Teamo Productions HQ Limited

(Formerly known as GI Engineering Solutions Limited)

Unit No. 802, 8th Floor, Aggarwal Cyber Plaza-I,
Netaji Subhash Palace, Shakur Pur I Block,
North West Delhi,110034

We have examined the compliance of the conditions of Corporate Governance by M/s. Teamo Productions HQ Limited ("the Company"), for the financial year ended March 31, 2026 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI (LODR) Regulations, 2015".

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (LODR) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

For Shubhangi Agarwal & Associates
Company Secretaries

Shubhangi Agarwal
Proprietor
M. No.: 12624; C.P. No.: 19144
UDIN: F012624H001310327
Peer Review Certificate No. 5970/2024

Place: New Delhi
Date: 31.08.2026

COMPLIANCE CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
Board of Directors
Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited)

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of **Teamo Productions HQ Limited** (the company), to the best of our knowledge and belief certify for the financial year ended 31st March, 2026 that:

(a) We have reviewed the IND-AS financial statements and the cash flow statement for the year ended 31st March, 2026 and that to the best of our knowledge and belief.

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

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

(b) We further state that to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

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

(d) We have indicated to the auditors and the Audit committee

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

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

  (iii) That no instances of significant fraud have come to our notice.

For *Teamo Productions HQ Limited*

Mohaan Nadaar
Managing Director
(DIN: 03012355)

Mohit Yadav
Chief Financial Officer

Date: May 27, 2026
Place: Delhi

DECLARATION BY MANAGING DIRECTOR UNDER PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING THE COMPLIANCE WITH CODE OF CONDUCT

To
The Members of
Teamo Productions HQ Limited
(Formerly known as GI Engineering Solutions Limited)

I, Mohaan Nadaar, Managing Director of the Company, hereby certify that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with code of conduct adopted by the Company for the financial year ending 31st March, 2026 in terms of Regulation 34(3) of Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For and on behalf of the Board of Directors
Teamo Productions HQ Limited

Mohaan Nadaar
Managing Director
(DIN: 03012355)

Place: Delhi
Date: August 31, 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of **Teamo Productions HQ Ltd.**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Teamo Productions HQ Ltd** ("the Company"), which comprise the balance sheet as at 31st March, 2026, the statement of Profit and Loss (Including Other Comprehensive Income), statement of changes in equity, and the statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March 2026, its profit and total comprehensive Profit, changes in equity and its cash flows for the period ended on that date.

Basis for Opinion

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

Information other than the financial statements and auditors' report thereon

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

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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 are also responsible for overseeing the company's financial reporting process.

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-"A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the statement of Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.

   d) In our opinion, except as otherwise disclosed in accounting policies and notes to the financial statements, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

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

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

   i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 31 to the Financial Statements;

   ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

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

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

   (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"),with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.

h) No dividend declared by the company declared or paid by the Company during the year.

   i) Based on our examination which included test checks, the Company, has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software.

j) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 read with Schedule V to the Act.

For A K BHARGAV & CO

Chartered Accountants

FRN: 034063N

(CA ARUN KUMAR BHARGAV)

PROPRIETOR

M. No.:548396

UDIN: **26548396KSDJDL4048**

Place: New Delhi

Date: 27.05.2026

Annexure A

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of **Teamo Productions HQ Ltd** ("the Company") for the year ended March 31, 2026.

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2026, we report the following:

i) a) (A) In the absence of requisite documents, we are unable to comment if the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) In the absence of requisite documents, we are unable to comment if the Company has maintained proper records showing full particulars of intangible assets.

b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year and no such material discrepancies were noticed. However we have not been provided any physical verification report for our verification and hence we are unable to comment if periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use asset) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Register Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use Assets) or intangible Assets does not arise.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and rules made thereunder& therefore question of our commenting on whether the Company has appropriately disclosed the details in its financial statement does not arise.

ii) a) The company does not have any inventory and hence reporting under clause 3(ii)(a) of the the order is not applicable.

b) Clause 3(ii)(b) of the Order is not applicable to the Company as the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions during the year.

iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company, during the year, has not provided any guarantee or security to companies, firms, limited liability partnerships or any other parties during the year. The Company, during the year, has made investment and granted loans and advances in the nature of loans during the year to companies and other parties.

a) During the year, the Company has provided loans and guarantees, the details of which are disclosed in the financial statements (refer Note No.5,6 and 12).

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion,

The investments made and the terms and conditions of same are prima facie, not prejudicial to the Company's interest. Terms and Conditions in respect of the grant of loans and advances in the nature of loans, during the year, to companies or any other parties are prima facie, not prejudicial to the Company's interest. During the year the Company has not provided guarantees, provided security to companies, firms, Limited Liability Partnerships or any other parties.

c) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the Company has granted loans during the year to companies or any other entities where the schedule of repayment of principal and payment of interest has not been stipulated. Hence in the absence of same, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loan.

d) The Company has granted loans and in all cases schedule of repayment of principal and payment of interest has not been stipulated. Hence in the absence of same, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loans and hence unable to comment upon any over amount for more than ninety days.

e) There is no case of any loan or advance in the nature of loan granted which has fallen due during the year and which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the loans granted by the company are for repayable on demand. Although the repayment schedule is not specifically defined in terms of instalment amounts or dates, the tenure and maturity of the loan are fixed. Accordingly, these loans are not in the nature of loans repayable on demand or loans granted without specifying any terms or period of repayment. Therefore, reporting under this clause is not applicable.

iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of section 185 and 186 of the Companies Act 2013 in respect of loans given and investments made by the company during the year. The Company has not provided any guarantee or security during the year.

v) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for the business activities carried out by the Company. Accordingly, clause (vi) of the Order is not applicable.

vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular, except delay on some instances in case of TDS, in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable except the following:

1. Income Tax Payable as on Balance Sheet date, for the Assessment Year 2024-25 is Rs. 137.50 Lakhs.

2. Income Tax Payable as on Balance Sheet date, for the Assessment Year 2025-26 is Rs. 93.05 Lakhs.

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it which have not been deposited on account of any dispute except few cases, details of same has mentioned in note 31 of financial statements.

viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of dues to financial institutions and banks during the year.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

c) In our opinion and according to the information and explanations given to us by the management, the Company has utilized the monies raised by term Loans for the purposes for which they were obtained.

d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined under the Companies Act, 2013.

f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Companies Act).

x) a) According to the information and explanations given to us, the Company has not raised any funds during the year by way of preferential allotment or private placement of shares or convertible debentures. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

b) According to the information and explanations given to us and based on the audit procedures performed, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, the provisions of clause (x)(b) of the Order are not applicable.

xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during year nor have we been informed of any such case by the management.

b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.

xiii) As per information and explanation given to us all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act 2013 where applicable and the details have been disclosed in the financial statement, as required by the applicable Ind AS accounting standards.

xiv) a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

xvi) a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

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

d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs which are a part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, the requirements of clause 3(xvi)(d) are not applicable to the Company.

xvii) The company has not incurred cash losses during the financial year and in the immediately preceding financial year.

xviii) There is no resignation of the statutory auditors of the company during the year.

xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 39 to financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) According to the information and explanations given to us and based on our examination of the records, there was no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any ongoing project. Accordingly, reporting under clause (xx)(b) of the Order is not applicable.

xxi) The reporting under clause 3(xxi) of this order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For A K BHARGAV & CO
Chartered Accountants
Firm Regn. No. 034063N
CA ARUN KUMAR BHARGAV
Proprietor
Membership No.: 548396
UDIN:
Place: New Delhi
Date : 27.05.2026

Annexure "B" to the Independent Auditors Report on the Financial Statements of **Teamo Productions HQ Ltd**

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Teamo Productions HQ Ltd ("the Company") as of March 31, 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 control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For A K BHARGAV & CO
Chartered Accountants
Firm Regn. No. 034063N
CA ARUN KUMAR BHARGAV
PROPRIETOR
Membership No.: 548396
UDIN:
Place: New Delhi
Date: 27.05.2026

Balance Sheet as at 31st March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	34.12	12.95
(b) Investment Property	3	-	28.03
(c) ROU Assets	3A	9.89	-
(d) Intangible assets under development	4	1,068.70	975.55
(e) Financial assets			
(i) Investments	5	1,120.00	2,920.00
(ii) Loans	6	823.00	2,982.82
(iii) Others	7	2.96	1.37
(f) Deferred tax assets (net)	8	2.41	1.60
Total Non-Current Assets		**3,061.08**	**6,922.32**
Current Assets			
(a) Inventories		-	-
(b) Financial assets			
(i) Investment (at FVTPL)	9	876.20	0.00
(ii) Trade receivables	10	7,140.14	5,650.42
(iii) Cash and cash equivalents	11	17.97	58.92
(iv) Loans	12	713.40	1,063.97
(c) Current Tax Assets (Net)	13	69.63	48.61
(d) Other current assets	14	3,464.82	1,297.43
Total Current Assets		**12,282.17**	**8,119.35**
TOTAL ASSETS		**15,343.25**	**15,041.67**
EQUITY AND LIABILITIES			
Equity			
a) Share Capital	15	10,962.20	10,962.20
b) Other Equity	16	2,648.10	2,634.71
Total Equity		**13,610.30**	**13,596.91**

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
Liabilties			
Non Current Liabilities			
(a) Financial Liabilities:			
(i) Borrowings	17	21.63	-
(ii) Lease Liabilities Non Current		6.41	-
Total Non Current Liabilities		**28.05**	**-**
Current Liabilities			
(a) Financial Liabilities:			
(i) Borrowings	17	106.96	-
(ii) Lease Liabilities Current		3.58	-
(iii) Trade Payables	18		
-total outstanding dues of micro enterprises and small enterprises; and		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		1,352.32	1,143.06
(iv) Other financial liabilities	19	8.75	8.21
(b) Other current liabilities	20	221.57	170.08
(c) Current Tax liabilities (Net)	21	11.73	123.42
Total Current Liabilities		**1,704.91**	**1,444.76**
TOTAL EQUITY AND LIABILITIES		**15,343.25**	**15,041.67**

Notes forming integral part of the Ind AS Financial Statements 1 to 49

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 26548396KSDJDL4048

Place: Delhi
Date: 27-05-2026

For and on behalf of the Board Of Directors

Mohaan Nadaar
Managing Director
DIN:03012355

Suresh Kumar Dhingra
Whole time Director
DIN: 03513272

Mohit Yadav
Chief Financial Officer

Deepak
Company Secretary

Statement of Profit & Loss for the year ended 31st March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Particulars	Note no.	Year ended 31st March 2026	Year ended 31st March 2025
Revenue from Operations	22	11,234.63	6,479.53
Other Income	23	584.63	334.74
Total Income		**11,819.25**	**6,814.27**
Expenses			
Purchases of stock in trade	24	11,656.86	6,114.21
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		-	-
Employee Benefit Expenses	25	49.01	77.05
Finance costs	26	6.09	-
Depreciation and Amortization Expense	27	12.45	2.88
Other Expenses	28	53.28	136.96
Total Expenses		**11,777.69**	**6,331.10**
Profit/(Loss) Before Tax		**41.56**	**483.17**
Tax Expense:			
Current Tax	29	11.73	123.42
Deferred Tax		(0.81)	0.20
Previous Year Tax		20.76	22.01
Profit/ (Loss) for the period		**9.88**	**337.54**
Other Comprehensive Income			
a) Items that will not be reclassified to profit or loss (net of tax)		-	-
b) Items that will be reclassified to profit or loss (net of tax)		-	-
Total Comprehensive income for the year		**9.88**	**337.54**
Earning per equity share			
Basic	35	0.00	0.03
Diluted	35	0.00	0.03

Notes forming integral part of the Ind AS Financial Statements 1 to 49

As per our Report of even date attached
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Statement of Cash Flows for the year ended 31st March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

	Particulars	Year ended 31st March 2026	Year ended 31st March 2025
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	41.56	483.17
	Depreciation and amortization	12.45	2.88
	Interest Paid	6.09	-
	Profit on sale of Investment property	(0.47)	-
	Prior Period Items	**3.51**	**-**
	Interest Received	(582.43)	(330.50)
		(519.28)	**155.55**
	Operating Profit before working capital changes		
	Adjustments to profit before tax		
	(Increase)/Decrease in Trade Receivables	(1,489.72)	(659.06)
	(Increase) / Decrease in Other Assets	(1,839.43)	(1,259.22)
	Increase / (Decrease) in Trade Payables	209.26	(394.22)
	Increase / (Decrease) in Other Current Liabilities	**(59.66)**	**(46.53)**
		(3,179.55)	**(2,359.03)**
	Cash Generated from Operations		
	Income Taxes (Paid) / Refund received	(32.49)	(145.43)
	Net Cash Flow from Operating Activities [A]	**(3,731.31)**	**(2,348.91)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment	(31.16)	(13.74)
	ROU	(11.87)	-
	Sale of property, plant and equipment	28.00	-
	Interest Received	582.43	330.50
	Investments made	923.80	144.97
	Loan given/(paid)	2,159.82	(486.15)
	Intangible Assets	(93.15)	(194.01)
	Net Cash used in Investing Activities [B]	**3,557.87**	**(218.42)**

	Particulars	Year ended 31st March 2026	Year ended 31st March 2025
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from share warrants including share premium	-	2,643.75
	Interest Paid	(6.09)	-
	Proceeds from Loan/ Repayment of loan	**128.59**	**-**
	Lease Liability	**9.99**	**-**
	Net Cash Flow from Financing Activities [C]	**132.50**	**2,643.75**
	Net Increase in Cash & Cash Equivalents [A+B+C]	**(40.95)**	**76.42**
	Cash & Bank Balance (Opening Balance)	**58.92**	**(17.50)**
	Cash & Bank Balance (Closing Balance)	**17.97**	**58.92**
	Cash & Bank balance comprise		
	Cash in Hand	2.98	5.00
	Balance with Banks	15.00	53.92
	Cash & Bank Balance as at the end of the year	**17.97**	**58.92**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) -7 - "Cash Flow Statements"

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 26548396KSDJDL4048

Place: Delhi
Date: 27-05-2026

For and on behalf of the Board Of Directors

Mohaan Nadaar
Managing Director
DIN:03012355

Suresh Kumar Dhingra
Whole time Director
DIN: 03513272

Mohit Yadav
Chief Financial Officer

Deepak
Company Secretary

Statement of Changes in Equity for the year ended 31st March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

(A) Equity Share Capital

Particulars	No. of shares	Amount
Balance as at 31 March 2024	86,12,19,600	8,612.20
Changes in equity share capital during the year due to		
Shares issued during the year	23,50,00,000	2,350.00
Change in FV from ₹10 to ₹1	-	-
Balance as at 31 March 2025	**1,09,62,19,600**	**10,962.20**
Changes in equity share capital during the year due to		
Shares issued during the year	-	-
Balance as at 31 March 2026	**1,09,62,19,600**	**10,962.20**

(B) Other Equity

Particulars	General Reserve	Securities Premium	Capital Redemption Reserve	Money received against share warrants	Retained Earnings	Total
Balance as at 31 March 2024	**2,360.79**	**20.96**	**700.00**	**1,715.63**	**(2,793.44)**	**2,003.93**
Profit/(Loss) for the year	-	1,175.00	-	-	337.54	1,512.54
Adjustments made during the year	-	-	-	(881.25)		**(881.25)**
Balance as at 31 March 2025	**2,360.79**	**1,195.96**	**700.00**	**834.38**	**(2,455.90)**	**2,634.71**
Profit/(Loss) for the year	-	-	-	-	9.88	9.88
Adjustments made during the year	3.51	-	-	-	-	3.51
Balance as at 31 March 2026	**2,364.30**	**1,195.96**	**700.00**	**834.38**	**(2,446.02)**	**2,648.10**

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

For and on behalf of the Board Of Directors

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 26548396KSDJDL4048

Mohaan Nadaar
Managing Director
DIN:03012355

Suresh Kumar Dhingra
Whole time Director
DIN: 03513272

Place: Delhi
Date: 27-05-2026

Mohit Yadav
Chief Financial Officer

Deepak
Company Secretary

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

1. Company's Background

Teamo Productions HQ Limited (herein after referred as 'Company' or 'TPHQ') (Formerly known as GI Engineering Solutions Limited) is formed to provide Information Technology, Engineering Services, film production, distribution and allied businesses and other related services.

The company is a public limited company incorporated and domiciled in India and has its registered office at Delhi.

The company has its Equity Shares listed on Bombay Stock Exchange and National Stock Exchange.

Authorisation of Financial Statements: The Financial Statements were authorized for issuance in accordance with a resolution of the Board of Directors in its meeting held on 27 May 2026.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These accounting policies have been consistently has been applied in all the financial statements presented by the Company unless otherwise stated.

A) Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind-AS) notified under section 133 of Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules thereunder.

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities measured at fair value (refer accounting policies for financial instruments).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hetherto in use

The Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency.

B) Use of Estimates and Judgements :

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Critical estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that effect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the relevant notes

C) Current vs Non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

Based on the nature of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

D) Revenue recognition and expenses

Company earns revenue primarily from IT Based Engineering Services. The company derives revenue from producing television programs, Internet series, sale or licensing movie rights, delivering events to its customers, distribution of films, service fees for content development and licensing and

subscription of its content to its customers. Some of the contracts include multiple deliverables, such as promises to provide a library of content at inception as well as content updates over the term. The company identifies and evaluates each performance obligation under the contract. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation in the contract has been performed ('point in time' recognition) or 'over time' as control of the performance

obligation is transferred to the customer.

Revenue is recognised upon transfer of control of promised services or products to customers in an amount that reflects the consideration which Company expects to receive in exchange for those services or products.

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been passed to the customer. Sales are net off sales returns, free quantities delivered and trade discounts.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue related to fixed price maintenance and support services contracts where Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.
- Revenue from the sale of distinct third party hardware and / or software is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

Company disaggregates revenue from contracts with customers by geography.

Expenses are accounted for on accrual basis and provisions are made for all known liabilities and losses.

Interest Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Dividend Income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Other Income:

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

E) Property, Plant and equipments

Property, plant and equipment's (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes directly attributable costs for bringing the assets to its present location and use.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the assets derecognized.

Particulars	Useful Life
Computer	3 years
Mobile phones	3 years
Furniture and Fixtures	10 years
Musical Instuments	5 years
Building	60 years

Depreciation / Amortization is charged on a pro-rata basis on assets purchased/ sold during the year, with reference to date of installation/ disposal.

Assets costing individually ₹ 5,000/- or less are fully depreciated in the year of purchase / installation.

Residual value is considered as Nil for all the assets.

Intangible Assets

Intangibles are stated at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated amortization and impairment. Direct expenditure, if any, incurred for internally developed intangibles from which future economic benefits are expected to flow over a period of time is treated as intangible asset as per the Ind AS on Intangible Assets.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Depreciation:

Depreciation on Intangible assets is provided on straight line method as per the useful life prescribed in Schedule II of the Companies Act, 2013 except in case of following category of Intangible assets in which case the life of the items of Intangible assets has been assessed as under based on technical estimate, taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support etc.

Depreciation / Amortization is charged on a pro-rata basis on assets purchased/ sold during the year, with reference to date of installation/ disposal.

Assets costing individually ₹ 5,000/- or less are fully depreciated in the year of purchase / installation.

Residual value is considered as Nil for all the assets.

F) Borrowing Costs

Borrowing costs, if any, directly attributable to the acquisition of the qualifying asset are capitalized for the period until the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

Other borrowing costs are recognized as expense in the period in which they are incurred.

G) Financial Instruments

Initial measurement

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

a) Subsequent measurement (Non derivative financial instruments)

1. **Financial assets carried at amortized cost**

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

2. **Financial assets at fair value through other comprehensive income**

   A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

3. **Financial assets at fair value through profit or loss**

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

4. **Financial Liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

5. **Investment in Subsidiaries and Associates:**

Investment in subsidiaries and Associates are carried at cost less impairment.

b) Share Capital – Ordinary Shares

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all its liabilities. Equity instruments recognised at the proceeds received net of direct issue cost.

c) De-recognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

H) Fair Value measurement of Financial Instruments

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

I) Impairment of assets

(i) **Financial Assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

(ii) **Non-Financial Assets**

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

J) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. 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 payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

K) Foreign Currency Transactions

All transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date when the relevant transactions take place.

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year. Monetary assets and liabilities in the form of Loans, Current Assets and Current Liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss.

The premium or discount arising at the inception of the forward exchange contracts related to underlying receivables and payables, if any, are amortized as an expense or income recognized over the period of the contracts. Gains or losses on renewal or cancellation of foreign exchange forward contracts are recognized as income or expense for the period.

Investments in overseas entity are recognized at the relevant exchange rates prevailing on the date of investments.

All transactions of the foreign branch during the year are included in the accounts at the rate of exchange prevailing at the end of the month in which the transactions took place.Net Gain / Loss in foreign currency transactions are recognized in the Statement of Profit and Loss. Monetary assets and liabilities are translated at the rates prevailing on the balance sheet date.

L) Employee Benefits

Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.

Post-employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on management estimates unless they are significant for actuarial valuation.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Post-employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution plan and is recognized as an expense in the Statement of Profit and Loss in the period in which the contribution is due.

Long-term employee benefits – Long-term employee benefits comprise of compensated absences and other employee incentives, if any. These are measured based on management estimates unless they are significant for actuarial valuation.

M) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

•Has a legally enforceable right to set off the recognized amounts; and

•Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Defered Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority

N) Earnings per Share (EPS)

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the 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. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

O) Cash and Cash Equivalents

Cash and Cash equivalents comprises cash and calls on deposit with banks and corporations. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent.

P) Cash Flow Statement

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

Q) Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

R) Provisions and Contingencies

Provisions are recognized when the Company has a present obligation as a result of a past event, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end.

Contingent liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, require outflow of resources.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

2A) Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notifies and amendmends to the existing standards. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

2B) Corporate social responsibility expenditure

Pursuant to the requirements of section 135 of the Act and rules thereon and guidance notion "Accounting for expenditure on Corporate Social Responsibility activities" issued by ICAI, with effect from 1 April 2015, CSR expenditure is recognised as an expense in the Statement of Profit and Loss in the period in which it is incurred.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 3: Property, Plant and equipment

Particulars	Computers	Furniture & Fixtures	Vehicles	Camera	Music Instrument	Mobile	Total
Gross Block							
As at 31 March 2024	0.86	0.15			-	0.52	1.53
Additions	0.18	-			13.56	-	13.74
Deductions	-	-			-	-	-
As at 31 March 2025	1.04	0.15			13.56	0.52	15.26
Additions	-	-	30.88	0.05	-	0.23	31.16
Deductions	-	-	-	-	-		-
As at 31 March 2026	**1.04**	**0.15**	**30.88**	**0.05**	**13.56**	**0.75**	**46.42**
Depreciation							
As at 31 March 2024	0.56	0.01	-	-	-	0.31	0.88
Charge for the year	0.23	0.04	-	-	1.04	0.14	1.44
Deductions	-	-	-	-	-	-	-
As at 31 March 2025	0.79	0.04	-	-	1.04	0.44	2.32
Charge for the year	0.15	0.03	3.99	0.00	5.68	0.14	9.98
Deductions	-	-	-	-	-	-	-
As at 31 March 2026	**0.94**	**0.07**	**3.99**	**0.00**	**6.72**	**0.58**	**12.29**
Net Block							
As at 31 March 2025	**0.25**	**0.10**	**-**	**-**	**12.52**	**0.07**	**12.95**
As at 31 March 2026	**0.10**	**0.08**	**26.89**	**0.05**	**6.84**	**0.17**	**34.12**

Investment property

Particulars	Buildings
Cost or valuation	
At 31 March 2024	29.71
Additions	-
Deletions	-
At 31 March 2025	29.71
Additions	-
Deletions	29.71
At 31 March 2026	**-**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Depreciation	
At 31 March 2024	0.24
Charge for the year	-
Depreciation held on disposals / assets held for sale	1.44
At 31 March 2025	1.68
Charge for the year	0.50
Depreciation held on disposals / assets held for sale	2.18
At 31 March 2026	**-**
Net book value	
At 31 March 2026	**-**
At 31 March 2025	**28.03**

3A. Right of use Assets

Particulars	Right of use Assets
Gross Block	
Balance as at April 1, 2025	-
Additions*	11.87
Balance as at March 31, 2026	11.87
Accumulated Depreciation :	
Balance as at April 1, 2025	-
Depreciation/ Amortised charge during the period	1.94
Value Measurement at Amortized Cost (Security Deposit)	0.04
Balance as at March 31, 2026	1.98
Net Carrying Value	
Balance as at March 31, 2026	9.89
Balance as at March 31, 2025	-

Note 4 Intangible assets under development

Particulars	As at 31 March 2026	As at 31 March 2025
Movies under shoot	1,068.70	975.55
Total	**1,068.70**	**975.55**

The company has entered into a new line of business during FY 2023-24 i.e. Film production and invested in projects that is under development and expected to be completed in coming years.

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	975.55	781.54
Add: Addition made during the year	93.15	194.01
Less: Capitalisation made during the year	-	-
Balance at the end of the year	1068.70	975.55

Intangible Assets under development as at March 31, 2026, and March 31, 2025 are as follows:

Projects in progress	Amount in Intangible assets under development for a period of		
	Less than 1 year	1-2 years	2-3 years
As at March, 2025	194.01	781.54	
As at March, 2026	93.15	194.01	781.54

Note 5: Investments

Particulars	As at 31 March 2026	As at 31 March 2025
Other investments	1,120.00	2,920.00
Total	**1,120.00**	**2,920.00**

-The company had collaborated in the development of the commercial and residential projects on profit sharing basis of 60% with Rudraveerya Infra Projects Private Limited amounting Nil (Previous Year ₹ 2,000 Lakhs).

-During the previous year, the Company had acquired 92,000 CCD's having a coupon rate of 0.1% and Face Value of ₹ 1,000 each of Rajpal Projects Private Limited at a total consideration of ₹ 920 lakhs.

During the year, the Company invested ₹200.00 lakhs in Benchmark News Lab Private Limited by acquiring 588 equity shares at a consideration of ₹34,151.98 per share.

Unquoted equity investments, have been fair valued based on independent valuation reports using appropriate valuation techniques, including the Net Asset Value (NAV) and Discounted Cash Flow (DCF) methods, in accordance with Level 3 inputs under Ind AS 113, Fair Value Measurement. During the year, there has been no significant change in the valuation of these investments. Accordingly, the fair value of such investments has been carried at the same value as recognised as at 31 March 2026.

Note 6: Loans

Particulars	As at 31 March 2026	As at 31 March 2025
Other loans	823.00	2,982.82
Total	**823.00**	**2,982.82**

During the year, the Company has provided loans aggregating to ₹823.00 lakhs (Previous year: ₹2,982.82 lakhs), including interest receivable, for business purposes. The loans carry interest at 8.50% p.a. on ₹326.00 lakhs (Previous year: Nil) and 9.00% p.a. on ₹497.00 lakhs (Previous year: ₹2,982.82 lakhs) and are repayable on demand.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 7: Other non-current financial assets

Particulars	**As at 31 March 2026**	**As at 31 March 2025**
Security deposits	1.62	0.85
Interest Receivable on Debenture	1.34	0.52
Total	**2.96**	**1.37**

The company has provided security in respect of Godown and the office which the company has taken on lease.

Note 8: Deferred tax assets

Particulars	**As at 31 March 2026**	**As at 31 March 2025**
Tax Effect of Items Constituting Deferred Tax Asset		
On Unabsorbed Depreciation	2.41	1.60
Total	**2.41**	**1.60**

Reconciliation of deferred tax assets

Particulars	**As at 31 March 2026**	**As at 31 March 2025**
Opening balance	1.60	1.81
Tax credit during the year recognised in Statement of profit and loss	0.81	(0.20)
Closing balance	**2.41**	**1.60**

Note 9: Investment (at FVTPL)

Particulars	**As at 31 March 2026**	**As at 31 March 2025**
Quoted Shares	876.20	0.00
Total	**876.20**	**0.00**

Quoted equity investments are measured at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI), as applicable, in accordance with Ind AS 109. The fair values of these investments have been determined based on the closing market prices on the recognised stock exchange as on reporting date, in accordance with the fair value hierarchy defined under Ind AS 113 (Level 1 inputs).

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 10: Trade receivables

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables – Considered Good Secured	-	-
Trade receivables – Considered Good Unsecured	7,140.14	5,650.42
Trade receivables which have significant increase in credit risk	-	-
Trade Receivables – Credit impaired	-	-
Total	**7,140.14**	**5,650.42**

Trade receivables ageing schedule as at 31 March 2026

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	2,283.22	4,708.80	148.12	-	-	7,140.14
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total	**2,283.22**	**4,708.80**	**148.12**	**-**	**-**	**7,140.14**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Trade receivables ageing schedule as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	1,637.75	493.53	3,519.09	-	-	5,650.37
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables-credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total	**1,637.75**	**493.53**	**3,519.09**	**-**	**-**	**5,650.37**

Note 11: Cash and cash equivalents

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with banks	15.00	51.92
Cash on hand	2.98	5.00
Other bank balances	-	2.00
Total	**17.97**	**58.92**

Note 12: Loans- Current

Particulars	As at 31 March 2026	As at 31 March 2025
Other loans- Current	713.40	1,063.97
Total	**713.40**	**1,063.97**

The Company has provided unsecured loans to unrelated parties carrying interest at 7.00% p.a. on ₹574.00 lakhs (Previous year Nil) and 9.00% p.a. on ₹100.00 lakhs (Previous year ₹1063.97 lakhs), repayable on demand and provided for business purposes. The above amount includes interest receivable.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 13: Current Tax Assets

Particulars	As at 31 March 2026	As at 31 March 2025
Balance with Government Authorities	69.63	48.61
Total	**69.63**	**48.61**

Note 14: Other Current Assets

Particulars	As at 31 March 2026	As at 31 March 2025
Staff Advances	3.10	0.55
Advance to Vendors		
Other than related party	3,339.46	1,296.88
Prepaid Expenses	-	-
Capital advances	-	-
Security Deposit	0.07	-
Others*	122.18	-
Total	**3,464.82**	**1,297.43**

*Amount consist of Goods in transit.

Note 15: Share Capital

Particulars	As at 31 March 2026	As at 31 March 2025
Authorised share capital		
Equity Share Capital		
84,90,00,00,000 Equity Shares of ₹1/- each	8,49,000.00	8,49,000.00
Preference Share Capital		
10,00,00,000 Preference Shares ₹1/- each	1,000.00	1,000.00
Issued Subscribed and Fully Paid-up share Capital		
1,09,62,19,600 (Previous year 1,09,62,19,600) Equity Shares of ₹1/- each fully paid up	10,962.20	10,962.20
Total	**10,962.20**	**10,962.20**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Reconciliation of number of equity share outstanding as at the beginning and at the end of year

Particulars	As at 31 March 2026	As at 31 March 2025
Shares outstanding at the beginning of the year	1,09,62,19,600	86,12,19,600
Add: Shares issued during the year	-	23,50,00,000
Add: Change in FV from ₹10 to ₹1	-	-
Shares outstanding at the end of the year	**1,09,62,19,600**	**1,09,62,19,600**

During the financial year ended 31st March 2025, the Company converted share warrants into equity share capital and allotted 23,50,00,000 equity shares to eligible shareholders. The proceeds raised from the preferential issue have been deployed in accordance with the objects stated in the offer document.

There is a mismatch between the paid-up share capital as reflected in the MCA master data and the actual records maintained by the Company. However, it is confirmed that the share capital as recorded in the financial statements is accurate and in accordance with the statutory records of the Company, and is also consistent with the information available on the BSE portal. The Company is in the process of resolving the same with the MCA portal and will file the necessary form(s) once the portal-related constraint is addressed. This is a temporary discrepancy and does not impact the correctness of the financial position as presented in these financial statements

Terms / rights to Equity Shares

The Company has only one class of share referred to as equity shares having a par value of ₹1. Each holder of equity shares is entitled to one vote per share. 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. Apart from this, During the period of five financial years immediately preceeding the Balance Sheet date, the company has not:

(i) allotted any equity shares pursuant to any contract without payment being received in cash; and

(ii) bought back any equity shares.

The details of shareholders holding more than 5% shares as at 31 March 2026 and 31 March 2025 are set out below:

Class of Shares / Name of the Shareholder	As at 31 March 2026		As at 31 March 2025	
Equity shares	**No. of shares**	**% held**	**No. of shares**	**% held**
Vishesh Gupta	5,69,80,850	5.20%	5,69,80,850	5.20%
Vrindaa Advanced Materials Ltd	23,33,00,347	21.28%	23,33,00,347	21.28%

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Details of shares held by promoters :

Name of promoter	As at 31 March 2026		As at 31 March 2025	
	No. of shares	% of total shares	No. of shares	% of total shares
Vishesh Gupta	5,69,80,850	5.20%	5,69,80,850	5.20%
Vrindaa Advanced Materials Ltd	23,33,00,347	21.28%	23,33,00,347	21.28%
Total	**29,02,81,197**	**26.48%**	**29,02,81,197**	**26.48%**

Rights, Preferences and Restrictions

The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹ 1/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.

The equity shareholders shall have:

(1) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;

(2) a right to receive dividend in proportion to the amount of capital paid up on the shares held.

The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.

In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

Utilization of preferential issue proceeds

During the financial year ended 31st March 2025, the Company converted share warrants into equity share capital and allotted 23,50,00,000 equity shares to eligible shareholders. The proceeds raised from the preferential issue have been deployed in accordance with the objects stated in the offer document.

Proceeds from subscription to the Issue of Equity shares under Preferential issue of 2024-25, made during the year ended 31 March 2025 have been utilised in the following manner:

Objects of preferential issue	Amounts	Objects fulfilled	Balance
Meeting working capital requirements	2,622.75	2,622.75	-
General corporate purposes	21.00	21.00	-
Issue related expenses	-	-	-
Total	**2,643.75**	**2,643.75**	**-**

The Proceeds from preferential issue during the year for the purpose of meeting working capital requirements were utilized in working capital of the Company by payment to outstanding suppliers and advance payment to suppliers for purchase of goods.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 16: Other Equity

Particulars	As at 31 March 2026	As at 31 March 2025
Securities premium reserve		
Opening balance	1,195.96	20.96
Add/(Less): Adjustments made during the year	-	1,175.00
Additions during the year on account of shares forfieture	-	-
Closing balance	**1,195.96**	**1,195.96**
General reserve		
Opening balance	2,360.79	2,360.79
Add/(Less): Adjustments made during the year	3.51	-
Closing balance	**2,364.30**	**2,360.79**
Capital redemption reserve		
Opening balance	700.00	700.00
Add/(Less): Adjustments made during the year	-	-
Closing balance	**700.00**	**700.00**
Capital Reserve		
Opening balance	-	-
Add: Forfeited Share Warrants A/c	834.38	-
Closing balance	**834.38**	**-**
Money received against share warrants		
Opening balance	834.38	1,715.63
Add: Share warrants converted in to equity sahre 23,50,00,000@1.00	-	(881.25)
Less: Forfeited Share Warrants A/c	(834.38)	-
Closing balance	**-**	**834.38**

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Particulars	As at 31 March 2026	As at 31 March 2025
Surplus/(Deficit)		
Opening balance	(2,456.41)	(2,793.95)
Add/(Less): Adjustments made during the year	9.88	337.54
Closing balance	**(2,446.53)**	**(2,456.41)**
Total Other Equity	**2,648.10**	**2,634.71**

Description of nature and purpose of reserve:

a) Security Premium Reserve: The Securities Premium was created on issue of shares at a premium. The reserve is utilised in accordance with the provisions of the Act.

b) General Reserve: The general reserve comprises of transfer of profits from retained earnings for appropriation purpose. The reserve can be distrubuted/utilised by the Group in accordance with the provisions of the Act.

c) Capital Redemption Reserve: The Capital Redemption Reserve represents reserves created against redemption made in past of redeemable preference shares.

d) Retained Earnings: This represent the amount of accumulated earnings of the Group.

e) The Company issued 4,57,50,000 convertible share warrants on a preferential basis at an issue price of ₹15 per warrant, in accordance with Section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations.

At the time of allotment, each warrant was convertible into one equity share of face value ₹10 at an issue price of ₹15. Subsequently, following a share split, the face value of equity shares was revised from ₹10 to ₹1 per share, resulting in a corresponding adjustment of the issue price to ₹1.50 per share. Accordingly, the conversion ratio was revised such that each warrant now entitles the holder to 10 equity shares of ₹1 each, while the total consideration per warrant remains unchanged at ₹15 (i.e., ₹1.50 per equity share, comprising ₹1 face value and ₹0.50 share premium)

During the year:

- 2,35,00,000 share warrants were converted into 23,50,00,000 equity shares of ₹1 each upon receipt of full consideration.
- 2,22,50,000 share warrants remain outstanding and are eligible for conversion within the prescribed period of 18 months from the date of allotment.

  The amount received against share warrants pending conversion is disclosed under “Money received against share warrants” in Other Equity in the Balance Sheet.

* Forfieture of Warrants

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

In accordance with Section 169(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the Warrant Holder(s) fail to exercise their Warrants within the prescribed Warrant Exercise period of 18 months from the date of allotment—by paying the balance consideration amounting to 75% of the issue price per Warrant—such Warrants shall lapse, and the amount already paid shall stand forfeited by the Company. Accordingly, since the Company did not receive the balance exercise consideration for 4,57,50,000 Warrants by the due date of June 30, 2025, the said Warrants have lapsed and the amount already paid stands forfeited.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by August, 2025.

Interim Use of Proceeds Our management will have flexibility in deploying the Proceeds received by our Company from the Preferential Issue in accordance with applicable laws.

Note 17: Borrowings

Particulars	As at 31 March 2026		As at 31 March 2025	
	Non current	Current	Non current	Current
Unsecured				
Other loanss	-	104.04	-	-
Secured				
Loans	21.63	2.92	-	-
Total	**21.63**	**106.96**	**-**	**-**

During the year, the Company availed unsecured loans from other parties amounting to ₹104.04 lakhs (Previous year: ₹ Nil). These loans carry interest at the rate of 9% per annum and are repayable as per the terms and conditions mutually agreed between the parties.

The secured loan from Union Bank of India is secured by hypothecation of the underlying vehicle financed by the Bank. The loan carries interest at 9.00% per annum and is repayable over a period of 84 months. The outstanding loan has a residual repayment tenure of 79 months as at March 31, 2026.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 18: Trade Payables

Particulars	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,352.32	1,143.06
Total	**1,352.32**	**1,143.06**

i) All Trade payables are non-interest bearing other than amount payable to MSME.

ii) Based on the information available with the Management and on the basis of intimations received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), the Company has outstanding amounts payable to Micro and Small Enterprises, as disclosed in Note No. 42

iii) The Company has not provided for interest on delayed payments to Micro and Small Enterprises under the MSMED Act, as no such interest has been claimed by the respective suppliers. Further, based on the information and confirmations available with the Management, no interest liability has accrued or remains payable in respect of outstanding dues to MSME suppliers as at March 31, 2026.

Ageing schedule- 31 March 2026

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					-
(ii) Others	1,034.69	177.03	140.60	-	1,352.32
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-

Ageing schedule- 31 March 2026

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					-
(ii) Others	1,002.45	140.60	-	-	1,143.06
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-

The Company exposure to liquidity risk related to the above financial liabilities is disclosed in Note 40

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 19: Other Current Financial Liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Expenses Payable	8.07	7.69
Audit fees payable	0.68	0.52
Total	**8.75**	**8.21**

Note 20:Other Current Liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Advance from debtor	-	30.00
Statutory Liabilities	221.57	140.08
Total	**221.57**	**170.08**

Note 21: Current Tax Liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for Income Tax	11.73	123.42
Total	**11.73**	**123.42**

Refer note 29 for computation.

Note 22:Revenue From Operations

Particulars	As at 31 March 2026	As at 31 March 2025
Sale of goods	11,758.92	6,201.44
Capital Proceeds (Net)	(524.29)	199.35
Sale of services	-	78.74
Total	**11,234.63**	**6,479.53**

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 23:Other Income

Particulars	As at 31 March 2026	As at 31 March 2025
Interest income		
From loans	582.29	330.50
From banks	0.13	0.00
Other non operating income	1.28	3.72
Interest on Debenture	0.92	0.52
Total	**584.63**	**334.74**

Note 24:Purchases of stock in trade

Particulars	As at 31 March 2026	As at 31 March 2025
Purchases	11,606.83	6,094.87
Direct Expenses	50.03	19.34
Total	**11,656.86**	**6,114.21**

Note 25:Employee Benefit Expenses

Particulars	As at 31 March 2026	As at 31 March 2025
Salaries, Allowances and Bonus	39.16	68.85
Director remuneration	9.85	8.20
Total	**49.01**	**77.05**

Note 26:Finance cost

Particulars	As at 31 March 2026	As at 31 March 2025
Interest on loans	6.09	-
Total	**6.09**	**-**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 27: Depreciation and Amortization

Particulars	As at 31 March 2026	As at 31 March 2025
Depreciation	12.41	2.88
Amortization	0.04	-
Total	**12.45**	**2.88**

Note 28:Other Expenses

Particulars	As at 31 March 2026	As at 31 March 2025
Bank Charges	0.02	0.01
Conveyance	1.10	0.68
Advertisement Expenses	0.91	0.94
Legal and Professional Fees	7.14	74.32
Listing Fees	19.94	-
Communication Expenses	0.38	0.40
Electricity and Water Charges	0.87	1.20
Freight	0.25	-
Printing & Stationery	0.17	0.61
Website development	-	0.48
Balance written off	6.75	0.46
Staff welfare	-	0.40
Rent	3.48	5.16
Repair and Maintenance	0.98	0.74
Miscellaneous Expenses	0.37	0.30
Software expenses	0.21	0.18
Interest and late fees	1.43	0.29
CSR Expenditure	-	7.50
Travelling Expenses	5.89	40.54
Fees & Taxes	0.38	0.27
Remuneration to Auditors	-	
- Statutory Audit	3.00	2.50
Total	**53.28**	**136.96**

Payment to auditors		
for Statutory & Tax Audit	3.00	2.50
For other services	-	-

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 29: Tax Expenses

Particulars	As at 31 March 2026	As at 31 March 2025
Income Tax		
Current Tax on profits for the year	11.73	123.42
Tax related to previous year	20.76	22.01
Total Current Tax Expenses	**32.49**	**145.43**
Deferred Tax		
(Decrease) / increase in deferred tax liabilities	(0.81)	0.20
Total Deferred Tax expenses/(benefits)	(0.81)	0.20
Total	**31.68**	**145.63**

Reconciliation of Tax expense and the accounting profit multiplied by India's Tax Rate for the year ended March 31, 2026

Particulars	As at 31 March 2026	As at 31 March 2025
Profit/(Loss) before Income Tax Expenses	41.56	483.17
Enacted Tax Rate in India	25.17	25.17
Computed Expected Income Tax Expenses	10.46	121.61
Effect of Expenses Disallowed	(145.67)	2.70
Effect of provision for doubtful debts	-	(84.21)
Tax Impact on Income from Capital Gain	0.12	-
Tax Impact on Income from Other sources	146.82	-
Others	-	83.33
Total income tax expense recognised for the year	**11.73**	**123.42**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 30: Details of CSR expenditure as per Section 135 of Companies Act, 2013

Particulars	As at 31 March 2026	As at 31 March 2025
Gross amount required to be spent by the company during the year	-	7.50
Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) Donation in cash or in kind	-	7.50
(iii) On purposes other than above	-	-
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	-	-
The total of previous years' shortfall amounts	-	-
Reason for above shortfall	NA	NA
Nature of CSR activities undertaken by the company	NA	Healthcare

Pursuant to Section 135 of the Companies Act, 2013, the CSR provisions are applicable to every company having a net worth of ₹500 crore or more, a turnover of ₹1,000 crore or more, or a net profit of ₹5 crore or more during any financial year.
As the Company has not exceeded the prescribed threshold, the provisions of Section 135 of the Companies Act, 2013 are not applicable to it.

Note 31: Contingent Liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Income Tax AY 2012-13*	1.90	1.90
Income Tax AY 2024-25*	156.87	140.79
Income Tax AY 2025-26*	97.71	-

*This comprises certain old tax demands, which are subject to verification and examination with reference to the relevant records and are expected to be resolved in due course. Certain demands have also been raised pursuant to assessment orders passed against which appeals have been filed and are pending as at March 31, 2026.
Out of the aforesaid matters, the Company has recognised a liability of ₹5.94 lakhs in respect of Assessment Year 2012-13, ₹118.27 lakhs in respect of Assessment Year 2024-25, ₹93.05 lakhs in respect of Assessment Year 2025-26, towards self-assessment tax, including applicable interest computed up to March 31, 2026.
As per default summary on Traces website demand of Rs. 0.92 Lacs pertaining to FY 2021-22 and Prior years has been shown.

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 32: Employee Benefits

Post-employment benefits plans

(a) Defined Contribution Plans –

In respect of the defined contribution plans, an amount of Nil (Previous Year Nil) has been provided in the Profit & Loss account for the year towards employer share of PF contribution.

(b) Defined Benefit Plans –

The Liability in respect of gratuity is determined for current year as per management estimate Nil (previous year Nil as per management estimate) carried out as at Balance Sheet date. Amount recognized in profit and loss account Nil (previous year Nil).

Note 33: Related party transactions

Related parties	Nature of relationship	Date of appointment	Date of cessation
Mohaan Nadaar	Managing director	12-08-2023	
Ketki Bhavin Mehta	Whole Time Director	12-08-2023	
Suresh Kumar Dhingra	Whole Time Director	24-12-2024	
Deepak	Company Secretary	26-12-2022	
Mohit Yadav	Chief Financial Officer	24-12-2024	
Alka Jain	Whole Time Director	01-05-2023	24-12-2024
Shrawan Kumar Prasad	Chief Financial Officer	26-12-2022	11-12-2024
Shrabani Shankar Deodhar	Chief Executive Officer	12-08-2023	31-08-2024
Vishesh Gupta	Promoter	-	
Vrindaa Advanced Materials Limited	Promoter	-	

Details of Transactions with related parties are as follows :

Nature of Transactions	Year ended 31 March 2026	Year ended 31 March 2025
Loan during the year		
Vishesh Gupta		
Opening Balance	-	2.00
Received during the year	-	-
Paid during the year	-	(2.00)
Loan o/s at the end	**-**	**-**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Advance during the year		
Shrawan Kumar Prasad		
Opening Balance		1.40
Received during the year		-
Paid during the year		(1.10)
Closing balance		**0.30**
Remuneration		
Deepak	8.14	6.96
Shrawan Kumar Prasad	6.65	4.09
Suresh Kumar Dhingra	5.35	2.00
Ketki Bhavin Mehta	-	12.00
Mohaan Nadaar	-	16.75
Alka Jain	-	2.25
Mohit Yadav	9.80	2.32
Amount outstanding		
Mohaan Nadaar	2.17	2.17
Deepak	0.70	0.67
Ketki Bhavin Mehta	1.65	1.65
Mohit Yadav	0.85	0.75
Suresh Kumar Dhingra	0.55	0.50

Note 34: As on 31st March 2026, the Company operates in three Primary Segments i.e. Dealing In Shares/ Securties, Film Division and Trading Division - Infrastructure which are considered as the reportable business segment. Hence segment reporting is applicable to the company for the purpose of IND-AS 108 - Operating Segments.

Note 35: Earnings per share

Particulars	31 March 2026	31 March 2025
Weighted average number of shares for basic EPS	1,09,62,19,600	1,01,61,78,504
Weighted average number of shares for Diluted EPS	1,09,62,19,600	1,07,18,03,504
Net Profit /(Loss) after tax	9.88	337.54
Basic EPS	0.00	0.03
Diluted EPS	0.00	0.03

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 36: Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports to the Board of Directors on its activities. The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risks limits and controls and to monitor risk and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit.

Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivable from customers. Credit risk is managed through credit approvals establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade receivables and other financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring as far as possible, that it will all ways have sufficient liquidity to meets it liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to Company's reputation.

Market Risk

Market risk is the risk that changes in market prices- such as foreign exchange rates, interest rates and equity prices- will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payable and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive in our foreign currency revenues and costs. The Company uses derivative to manage market risk.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 37: Statement of Management

(a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent if any stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.

(b) Balance Sheet, Statement of Profit & Loss and Cash Flow statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

Note 38: Information on Segement Reporting pursuant to Ind AS 108 - Operating Segments

Operating segments:

Dealing In Shares/Securties

Trading Division - Infrastructure

Film Division

Identification of segments:

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in these financial statements. Operating segments have been identified on the basis of the nature of products.

Segment revenue and results

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocable income).

Segment assets and liabilities:

Assets used by the operating segments mainly consist of property, plant and equipment, tradereceivables, cash and cashequivalents and inventories. Segment liabilities include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocable assets/liabilities.

The measurement principles of segments are consistent with those used in preparation of these financial statements. There are no inter-segment transfers.

1. Revenue by nature of products	Year ended	
Particulars	**31.03.2026**	**31.03.2025**
Dealing In Shares/Securties (Net Gain)	(524.29)	199.35
Film Division	-	78.74
Trading Division - Infrastructure	11,758.92	6,201.44
Total	**11,234.63**	**6,479.53**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

2. Segment Results before tax and interest		
Particulars		
Dealing In Shares/Securties	(524.29)	199.35
Film Division	-	78.74
Trading Division - Infrastructure	102.06	87.23
Sub Total	**(422.23)**	**365.32**
Less: Finance Cost	6.09	-
Add: Other Income	584.63	334.74
Less: Expenses	114.75	216.89
Profit before tax	**41.56**	**483.17**
Less: Tax expenses	31.68	145.63
Net profit for the year	**9.88**	**337.54**
3. Capital Employed	13,631.93	13,596.91
4. Segment Assets and Liabilities		
Particulars		
Assets		
Dealing In Shares/Securties	884.67	36.33
Engineering Based Services	-	-
Trading Division - Infrastructure	10,494.27	6,831.45
Film Division	1,166.25	1,134.59
Unallocated	2,798.06	7,039.31
Total	**15,343.25**	**15,041.67**
Liabilities		
Dealing In Shares/Securties	-	
Engineering Based Services	-	
Trading Division - Infrastructure	1,170.28	1,001.02
Film Division	181.28	169.86
Unallocated	13,991.70	13,870.80
Total	**15,343.25**	**15,041.67**

Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

For the year ended 31st March 2026, revenue from four customers of the Infra Segment represented approximately ₹ 2,303.54 Lakhs, ₹ 2,143.44 Lakhs, ₹ 1,624.25 Lakhs and ₹ 1,394.78 Lakhs of the total revenue.

For the year ended 31st March 2025, revenue from two customers of the Infra Segment represented approximately ₹ 2,037.47 Lakhs and ₹ 716.91 Lakhs of the total revenue.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 37: Ratios

The following are analytical ratios for the year ended 31 March 2026 and 31 March 2025

Sn	Particulars	Numerator	Denominator	As at 31 March 2026	As at 31 March 2025	% Change	Variance Reasons
1	Current Ratio (no. of times)	Total Current Assets	Total Current Liabilities	7.20	5.62	-28.19%	There is a significant improvement in the Current Ratio, increasing from 5.62 to 7.20. This improvement is primarily due to an increase in current assets and repayment of current liabilities. It reflects a stronger short-term liquidity position, meaning the company is better positioned to meet its immediate obligations. This could be the result of better working capital management or reclassification of long-term advances to current.
2	Debt-Equity Ratio	Debt	Equity	0.00	-	-	NA
3	Debt Service Coverage Ratio (no. of times)	EBITDA	Finance costs + Borrowings	0.45	-	-	The ratio is below 1 due to insufficient operating earnings to cover the debt servicing obligations during the year.
4	Return on Equity (ROE) (%)	Net profit after taxes	Average Shareholder's Equity	0.07%	2.79%	97.40%	The primary reason is the substantial increase in share capital (equity base), which diluted the returns attributable to equity holders. If net profit didn't increase in proportion to equity, it leads to a lower ROE. This indicates that the additional equity raised has not yet translated into proportional earnings.
5	Inventory turnover ratio	Cost of goods sold	Average Inventory		-	-	NA
6	Trade Receivables turnover ratio	Revenue from operations	Average Trade receivables	1.76	1.22	-44.26%	The ratio dropped from 1.22 to 1.76, indicating slower collection from customers. Although revenue increased, the trade receivables increased at a faster rate, leading to a decline in the ratio. This could raise concerns about credit policies, customer quality, or collection efficiency.
7	Trade payables turnover ratio	Total Purchases	Average Trade Payables	9.34	4.56	-104.78%	The increase in the trade payables turnover ratio is primarily attributable to an increase in purchases relative to the average trade payables during the year, indicating faster settlement of amounts due to suppliers.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

8	Net Capital turnover ratio	Revenue from operations	Shareholder`s Equity	0.83	0.48	-73.22%	The increase in the Net Capital Turnover Ratio is primarily attributable to an increase in revenue from operations relative to shareholders' equity, indicating improved utilisation of capital during the year.
9	Net profit ratio (%)	Net Profit	Revenue from operations	0.09%	5.21%	98.31%	This drop from 5.21% to 0.09% implies that the company is earning lower profit on each rupee of sales. It may be due to increased operating costs, reduced pricing power, or other margin pressures. This suggests a decline in operational efficiency and profitability.
10	Return on capital employed (ROCE) (%)	Earning before interest and taxes	Capital Employed (Tangible net worth + Long term borrowings)	0.35%	3.55%	90.17%	The decrease in ROCE from 3.55% to 0.35% indicates weaker returns on the total capital invested in the business. Contributing factors include reduced EBIT and increased capital employed (through infusion of share capital and reduced debt). This reflects underutilization of capital and lower earnings before interest and taxes.
11	Return on investment (ROI) (%)	Income generated from investments	Average value of investments	-1.19%	0.71%	268.85%	The decrease in Return on Investment is primarily attributable to a decline in income generated from investments during the year relative to the average value of investments, resulting in a negative return as compared to the previous year.

Note 40: Financial Instruments

A. The carrying value and fair value of financial instruments:

Particulars	As at 31 March 2026		As at 31 March 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
At Amortised Cost				
Trade Receivables	7,140.14	7,140.14	5,650.42	5,650.42
Investment	1,996.20	1,996.20	2,920.00	2,920.00
Cash & Cash equivalents	17.97	17.97	58.92	58.92
Loans and Advances	1,536.40	1,536.40	4,046.79	4,046.79
Other financial assets	2.96	2.96	1.37	1.37
Total	**10,693.68**	**10,693.68**	**12,677.50**	**12,677.50**

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Financial Liabilities				
At Amortised Cost				
Borrowings	128.59	128.59	-	-
Lease Liabilities	9.99	9.99	-	
Trade Payables	1,352.32	1,352.32	1,143.06	1,143.06
Other financial liabiliites	8.75	8.75	8.21	8.21
Total	**1,499.65**	**1,499.65**	**1,151.26**	**1,151.26**

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Particulars	**As at 31 March 2026**			**As at 31 March 2025**		
	Level 1	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
At Amortised Cost						
Trade Receivables			7,140.14			5,650.42
Investments			1,996.20			2,920.00
Cash & Cash equivalents			17.97			58.92
Loans and Advances			1,536.40			4,046.79
Other financial assets			2.96			1.37
Subtotal			**10,693.68**	**-**	**-**	**12,677.50**
Financial Liabilities						
At Amortised Cost						
Borrowings			128.59			-
Trade Payables			1,352.32			1,143.06
Lease Liabilities			9.99			-
Other financial liabiliites			8.75			8.21
Subtotal			**1,499.65**	**-**	**-**	**1,151.26**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.

C. Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet.

Particulars	31 March 2026	31 March 2025
Trade receivables	7,140.14	5,650.42
Cash and cash equivalents	17.97	58.92
Loans	1,536.40	4,046.79
Investments	1,996.20	2,920.00
Other financial assets	2.96	1.37

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents and bank deposits is generally limited as the Company transacts with Banks having a high credit ratings assigned by domestic credit rating agencies.

Note 41: Previous year figures have been regrouped/reclassifed wherever necessary to conform to current year's classification.

Note 42: **Micro, Small & Medium Enterprises :-**

Disclosure Requirement under MSMED Act,2006, the company has certain dues to supplier under MSMED Act,2006. 'The disclosure pursuant to the said MSMED Act are as follows;

Particulars	As at 31 March 2026	As at 31 March 2025
Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year*	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-

Notes forming part of the Ind AS Financial Statement

as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

*The Company has not provided for interest on delayed payments to Micro and Small Enterprises under the MSMED Act, as no such interest has been claimed by the respective suppliers. Further, based on the information and confirmations available with the Management, no interest liability has accrued or remains payable in respect of outstanding dues to MSME suppliers as at March 31, 2026.

Note 43: Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio optimum. The Company includes within net debt, interest bearing term loans, lease liabilities and working capital borrowings.

Debt equity ratio

Particulars	31 March 2026	31 March 2025
Total debt	128.59	-
Add: Lease Liabilities Current & Non Current	9.99	-
Less: Cash & Cash Equivalent	17.97	58.92
Net debt	**120.61**	**(58.92)**
Total equity	13,610.30	13,596.91
Net debt to equity ratio	0.01	(0.00)

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 44: Assets pledged as security

Particulars	As at 31 March 2026	As at 31 March 2025
Current		
Inventories	-	-
Trade Receivables	-	-
Total current assets pledged as security	**-**	**-**
Non-current		
Investment Property	-	-
Total non-currents assets pledged as security	**-**	**-**
Total assets pledged as security	**-**	**-**

Note 45: Revenue related disclosures

The company has adopted Ind AS 115 “revenue from contracts with customers” from April 01, 2018 (modified retrospective approach) which resulted in changes in accounting policies but no consequential adjustment to the amounts recognised in the financial statements.

a. Disaggregated revenue information

Particulars	As at 31 March 2026	As at 31 March 2025
Revenue from contracts with customers		
(i) Type of Revenue		
(a) Sale of products	11,758.92	6,201.44
(b) Sale of services	-	78.74
(c) Capital Proceeds (Net)	(524.29)	199.35
Total revenue covered under Ind AS 115	**11,234.63**	**6,479.53**
(ii) Type of customer base		
(a) Revenue from customers based in India	11,234.63	6,479.53
(a) Revenue from customers based outside India	-	-
Total revenue covered under Ind AS 115	**11,234.63**	**6,479.53**
(iii) Timing of revenue recognition		
(a) Goods and services transferred over time	-	-
(b) Goods and services transferred at a point in time	11,234.63	6,479.53
Total revenue covered under Ind AS 115	**11,234.63**	**6,479.53**

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

b. Contract balances

The following table provides information about receivables and contract liabilities from contract with customers:

Particulars	As at 31 March 2026	As at 31 March 2025
Contract liabilities		
Advance received from customers	-	30.00
Total contract liabilities	**-**	**30.00**
Receivables		
Trade receivables	7,140.14	5,650.42
Total receivables	**7,140.14**	**5,650.42**

Receivable is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

b. Movement of contract liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Amount included in contract liability at the beginning of the year	30.00	147.12
Amount received against contract liability during the year	-	30.00
Performance obligations satisfied during the year	-30.00	-147.12
Amount included in contract liability at the end of the year	**-**	**30.00**

Note 46: New Labour Code

On 21 November 2025, the Government of India notified four new Labour Codes—the Code on Wages, 2019, the Code on Social Security, 2020, the Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020—consolidating 29 existing labour laws. The Ministry of Labour & Employment subsequently published draft Central Rules and FAQs to facilitate assessment of the financial impact arising from the changes in the regulations. Based on its assessment using the best information available and guidance provided by the Institute of Chartered Accountants of India, the Company has concluded that the implementation of the new Labour Codes does not have any material impact on its financial statements for the year ended 31 March 2026. The Company will continue to monitor the finalisation of the Central/State Rules and further clarifications issued by the Government and will account for any impact, if material, as and when such Rules or clarifications are notified.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

Note 47: Details of significant investments in subsidiaries and associates

Investment in	Country of Incorporation	As at March 31, 2026	As at March 31, 2025
Subsidiary / Associate			
Nil			

ii. Disclosure as per Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186(4) of the Companies Act, 2013.

a. **Loans/advances in the nature of loan outstanding as on March 31, 2026:**

Particulars	Interest Rate	Purpose	Debts outstanding as at March 31, 2026*	Debts outstanding as at March 31, 2025*
i. Subsidiary / Associate			-	-
ii.Others				
KMG METALLOYS	9%	Business purpose	297.20	-
KMG ROLLING PVT LTD	9%	Business purpose	200.04	-
RUDRA BUILDWELL PROJECTS PVT LTD	8.50%	Business purpose	325.76	300.26
BENCHMARK NEWS LAB PRIVATE LIMITED	9%	Business purpose	136.28	326.36
GG ENGINEERING LTD	7%	Business purpose	577.12	-
BG RESORTS INDIA P LTD	9%	Business purpose	-	1,063.97
SONAL MERCHANTILE LTD	9%	Business purpose	-	2,356.20

* figures are reported inclusive of interest accrued

b. **Details of investments made and guarantees & securities provided are as-:**
- For details of investment, refer note 5

Note 48: Ind AS 116 - Leases

Effective April 01, 2019 the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 01, 2019 using the modified retrospective method. ROU are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date and any initial direct costs less any lease incentives received. Lease liabilities were recognized based on the present value ol the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

The following is the summary of practical expedient selected on initial application:

1. Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
2. Applied the exemption not to recognize right-to-use assets and liabilities for leases with less than 12 months of lease term on the date on initial application.
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

The weighted average incremental borrowing rate applied to lease liabilities is 9%"

a.	**Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:**	**For the year ended March 31, 2026**	**For the year ended March 31, 2025**
	Balance at the beginning of the year (Pursuant to adoption of Ind AS 116)	-	-
	Additions during the year	11.87	-
	Deletions/adjustment during the year	-	-
	Depreciation expense during the year	1.98	-
	Balance at the end of the year	9.89	-

b.	**Set out below are the carrying amounts of lease liabilites recognized and the movements during the year:**	**For the year ended March 31, 2026**	**For the year ended March 31, 2025**
	Balance at the beginning	-	-
	Additions	11.62	-
	Finance cost accrued during the year	0.47	-
	Deletions	-	-
	Payment of lease liabilities	2.10	-
	Balance at the end	9.99	-

c.	**The details of the contractual maturities of lease liabilities as at March 31, 2026 on an undiscounted basis are as follows :**	**For the year ended March 31, 2026**	**For the year ended March 31, 2025**
	Not later than 1 year	3.58	-
	Later than 1 year and not later than 5 years	6.41	-
	Later than 5 years	-	-
		9.99	-

d.	**The following is the break-up of current and non-current lease liabilities:**	**For the year ended March 31, 2026**	**For the year ended March 31, 2025**
	Current lease liabilities	3.58	-
	Non-current lease liabilities	6.41	-
	Closing balance	9.99	-

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

e.	The following are recorded in the statement of profit and loss:	For the year ended March 31, 2026	For the year ended March 31, 2025
	Depreciation	1.98	-
	Interest on lease liabilities	0.47	-
	Total	2.45	-

f.	Amount recognised in the statement of cash flows :	For the year ended March 31, 2026	For the year ended March 31, 2025
	Repayment of lease liabilities including interest expenses	2.10	-
	Impact on the statement of cash flows for the year	2.10	-

g. Rental expense recorded for short-term leases is Rs. 3.48 lakhs (Previous year Rs 5.16 Lakhs)

Note 49: Additional Regulatory Information

(i) The Company does not hold any immovable property during the current year.

(ii) The Company has not carried out any revaluation of its investment property during the year. The investment property continues to be carried at historical cost less accumulated depreciation and impairment, if any, in accordance with the cost model prescribed under Ind AS 40 – Investment Property.

(iii) Company doesn't have Property Plant and Equipment to revalue the same (including Right-of Use Assets),based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

(iv) Company doesn't have intangible asset to revalue the same, based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017

(v) Company has not provided any loans to Promoters, Directors, Key Managerial Persons or related parties. The loans provided to other body corporates are repayble on demand

(vi) Company doesn't have any Capital-Work-in Progress

(vii) Company have intangible assets under developments

(viii) No benami property held by company, No proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

(ix) Company has no borrowings from banks or financial institutions on the basis of security of current assets

(x) Company has not been declared as wilful defaulter by any bank or financial Institution or other lender

(xi) Company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

Notes forming part of the Ind AS Financial Statement
as at and for the year ended 31 March 2026

(All amounts in Lakhs (₹), unless otherwise stated)

(xii) Company has not any charges or satisfaction yet to be registered with ROC beyond the statutory period

(xiii) Section 135 of Companies Act, 2013 relating to CSR Policy is not applicable to the Company for the current financial year.

(xiv) Compliance with number of layers of companies is not applicable

(xv) Compliance with approved Scheme(s) of Arrangements, if any: NA

(xvi) During the year company has not borrowed any loans during the year.

(xvii) The additional information pursuant to Schedule III to the Companies Act, 2013 are either nil or not applicable.

As per our Report of even date attached
For A. K. Bhargav & Co.
Chartered Accountants
FRN : 034063N

CA ARUN KUMAR BHARGAV
(Proprietor)
Membership No. 548396
UDIN : 26548396KSDJDL4048

Place: Delhi
Date: 27-05-2026

For and on behalf of the Board Of Directors

Mohaan Nadaar **Managing Director** **DIN:03012355**	**Suresh Kumar Dhingra** **Whole time Director** **DIN: 03513272**
Mohit Yadav **Chief Financial Officer**	**Deepak** **Company Secretary**

Teamo Productions HQ Limited

If Undelivered Please Return To :

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