Date: 07th September, 2026

To,
The General Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001.

BSE CODE: 504346

SUBJECT: ANNUAL REPORT FOR FY 2025-26 NOTICE OF 46th ANNUAL GENERAL MEETING ("AGM")

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Annual Report of the Company for the Financial Year 2025-26 along with the Notice convening the **46th Annual General Meeting** scheduled to be held on **Wednesday on 30th September, 2026 at 02:00 P.M. (IST)** through Video Conferencing ("VC") / Other' Audio-Visual Means ("OAVM") in accordance with the circular issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

In compliance with above mentioned circulars, the Annual Report of the Company for the Financial Year 2025-26 along with the Notice convening the 46th Annual General Meeting has been sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at AGM. The Company has engaged **Bigshare** and you will be redirected to **i-Vote** website for providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday on 24th September, 2026 to Wednesday on 30th September, 2026 (both days inclusive).**

Key information:

Cut-off date	Wednesday on 23rd September, 2026
Day, Date and time of commencement of remote e-Voting	Sunday on 27th September, 2026 at 9:00 am
Day, Date and time of end of e-Voting	Tuesday on 29th September, 2026 at 5:00 pm
Annual General Meeting	Wednesday, 30th September, 2026 at 2:00 P.M.

The copy of the Notice of AGM and Annual Report is also available on the company website of the at www.gdtal.com and on the website of the Stock Exchange i-e., BSE Limited at www.bseindia.com and on the CDSL website at www.evotingindia.com

Kindly acknowledge and take on record the same.

Thanking You

For RRP Semiconductor Limited,
(Formerly Known as G D Trading & Agencies Limited)

Manas Ranjan Palo

Manas Ranjan Palo
Managing Director
DIN: 01933994

Place: Thane

ADDRESS: A396/397, TTC Industrial Area, Mahape, Navi Mumbai, Thane 400710.
CIN: L46521MH1980PLC022672 , Email Id: gdtal2000@gmail.com Ph:+91 8976968085, Website: www.gdtal.com

RRP SEMICONDUCTOR LIMITED
(Formerly Known as G D Trading & Agencies Limited)

CIN: L46521MH1980PLC022672

<u>Registered Office</u>:

A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710

46TH ANNUAL REPORT
2025-2026

CORPORATE INFORMATION BOARD OF DIRECTORS

Mr. Manas Ranjan Palo	Managing Director
Mrs. Sumita Mishra	Non - Executive Non -Independent Director
Mr. Ramesh Chandra Mishra	Non - Executive Non -Independent Director
Mr. Nitin Arvind Oza	Non - Executive Independent Director
Mrs. Sanghamitra Sarangi	Non - Executive Independent Director
Mrs. Sejal Yerapale	Non - Executive Independent Director
Mr. Manas Ranjan Palo	Chief Financial Officer (CFO)
Ms. Sejal Nilesh Patel	Company Secretary & Compliance Officer

BANKERS
AXIS BANK

STATUTORY AUDITORS
M/s. Lipika & Associates Chartered Accountants

REGISTERED OFFICE:
A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710
Email : gdtal2000@gmail.com Website : www.gdtal.com

LISTING
BSE LIMITED

REGISTRAR & SHARE TRANSFER AGENT (RTA)
Bigshare Services Pvt. Ltd.
S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093

SEMICONDUCTOR LIMITED

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SEMICONDUCTOR LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 46th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RRP SEMICONDUCTOR LIMITED (FORMERLY KNOWN AS G. D. TRADING AND AGENCIES LIMITED) WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 2:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS(ES):

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON ;

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

"**RESOLVED THAT** the Audited financial statement (including Balance sheet, P & L accounts, Cashflow statements and notes to accounts form part thereto) of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NO. 2: TO APPOINT DIRECTOR IN PLACE OF MRS. SUMITA MISHRA (DIN: 00207928), WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sumita Mishra (DIN: 00207928), who retires by rotation from the Board of Directors and being eligible for appointment, be and is hereby appointed as a Director of the Company and whose office shall be liable to retire by rotation."

ITEM NO. 3 : APPOINTMENT OF M/S. LIPIKA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 145364W) AS STATUTORY AUDITOR OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, **M/s. Lipika & Associates, Chartered Accountants, (Firm Registration No. 145364W)** be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 46th Annual General Meeting (AGM) till the conclusion of the 51st Annual General Meeting (AGM) of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

RRP SEMICONDUCTOR LIMITED
(Formerly Known as G D Trading & Agencies Limited)
Sd/-

Place: Mahape, Thane
Date: 13/08/2026

Sejal Nilesh Patel
Company Secretary & Compliance Officer
(Membership No: A75733)

RRP SEMICONDUCTOR LIMITED

NOTES:

1. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to **Item No. 3** is annexed hereto.

2. The Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.

3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on **Sunday, 27th September, 2026 at 9:00 a.m. (IST)** and end on **Tuesday, 29th September, 2026 at 5:00 p.m. (IST).** The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., **Wednesday, 23rd September, 2026.**

6. Any person who is not a member post cut-off date should treat this notice for information purposes only.

7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as on the **cut-off date, i.e., Wednesday, 23rd September, 2026** may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) info@bigshareonline.com However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

9. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, September 24, 2026 to Wednesday, September 30, 2026** (both days inclusive) for the purpose of 46th Annual General Meeting.

10. CS Amarendra Mohapalra, Practicing Company Secretary (Membership No. ACS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates, vide Board Resolution dated 13th August, 2026 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and

transparent manner.

11. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

12. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz www.gdtal.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.gdtal.com websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

17. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on.

18. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

19. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

21. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

22. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

The instructions for shareholders voting electronically are as under:

i. The voting period begins on **Sunday, 27th September, 2026 at 9.00 a.m. (IST)** and end on **Tuesday, 29th September, 2026 at 5.00 p.m. (IST).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by **Bigshare** for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. 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.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - 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).

<u>Voting method for shareholders on i-Vote E-voting portal:</u>

- 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.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - 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.)
  - 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/EGM 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/EGM 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/EGM 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/EGM 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/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

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.

Registrar & Share transfer Agent

Bigshare Services Pvt. Ltd.,
Add: Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093.
Tel.: + 9122 62638200
Fax: + 9122 62638299

By Order of the Board of Directors,

RRP SEMICONDUCTOR LIMITED
(Formerly Known as G D Trading & Agencies Limited)
Sd/-

Place: Thane
Date: 13/08/2026

Sejal Nilesh Patel
Company Secretary & Compliance Officer
(Membership No: A75733)

Registered Office
A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.

Website: www.gdtal.com
Email: gdtal2000@gmail.com

RRP
SEMICONDUCTOR LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS.

ITEM NO: 3 APPOINTMENT OF M/S. LIPIKA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 145364W) AS STATUTORY AUDITOR OF THE COMPANY:

M/s. PAMS & Associates., Chartered Accountants, Statutory Auditors (Firm Registration No. 316079E) of the Company resigned due to geographical constraints with effect from June 26, 2026, thereby causing a casual vacancy in the office of Statutory Auditors of the Company.

Further, the Board of Directors of the Company, at its meeting held on July 20, 2026, based on the recommendation of the Audit Committee, proposed to the Members the appointment of M/s. Lipika and Associates, Chartered Accountants (Firm Registration No. 145364W) as Statutory Auditors of the Company for a term of 5 (Five) consecutive years commencing from the conclusion of this 46th Annual General Meeting (AGM) till the conclusion of the 51st Annual General Meeting (AGM) of the Company to be held in the year 2031 at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

Technically term of M/s. PAMS & Associates comes to end upon their resignation, but at the AGM they will be available to answer the queries of the shareholders on the adoption of the accounts of the Company.

None of the Directors, Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends the resolution as set out at item no. 3 of this Notice for approval of the members of the Company as an **Ordinary Resolution**.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS

Category of the Auditor:	Statutory Audit Firm
Name of Auditor or Auditor's Firm:	M/s. Lipika & Associates
ICAI Firm Registration No.:	145364W
Number of Financial Year(s) to which appointment relates:	Five financials years
Period of account for which appointed:	From 2026-27 to 2030-31
Date of appointment made by	July 20, 2026

Board of Directors:	
Proposed fees payable to proposed Statutory Auditor	The Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2027 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the Statutory audit fee as above and will be determined by the Board in consultation with the Statutory Auditors and as per the recommendations of the Audit Committee.
Basis of recommendation and Auditor	The recommendations are based on the fulfilment of the eligibility criteria prescribed by the Act, with regard to the full -time partners, audit experience of the firms, capability, independence assessment, and audit experience.
Brief Profile	M/s. Lipika & Associates (the "Firm") is an Indian Partnership firm of Chartered Accountants, established in 2017 and headquartered in Noida, Uttar Pradesh, with a branch office in Mumbai, Maharashtra. The Firm upholds a strong commitment to quality, backed by a Peer Review Certificate from ICAI (Certificate No. 023825, valid till 31 January 2029). Its research and development practices ensure that the execution team remains abreast of regulatory and industry developments, enabling the Firm to deliver customized and contemporary advisory solutions.

RRP SEMICONDUCTOR LIMITED

ANNEXUARE TO THE NOTICE "ANNEXURE -A"

➢ **Details Of Directors Seeking Appointment/Reappointment/Retire by rotation in the 46th Annual General Meeting.**

Disclosures required under Section 196(4) of Companies Act, 2013 for Appointment of Director in Place of **Mrs. Sumita Mishra (DIN: 00207928),** Who is Liable to Retire by Rotation and Being Eligible, Offers herself for Re-Appointment as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out at the end of this Notice.

Description	**Details**
Name	Mrs. Sumita Mishra
DIN	00207928
Date of Birth	05/07/1973
Age	51 Years
Qualification	MA Economics, B.Ed, Masters in Career Counselling
Experience / Job Profile /Suitability	Mrs. Sumita Mishra have corporate experience at senior level and is conversant with NBFC Works. She is MA Economics, B.Ed, Masters in Career Guidance, Web Designing, PGD in Leadership Management. She has also given Open Offer in Suncity Synthetics Limited to take over management in her personal name.
Terms and Conditions of Appointment and Re-appointment	As decided by the Nomination and Remuneration Committee and Board.
Date of first appointment on the Board of the Company.	11th July, 2024
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mrs. Sumita Mishra, Mr. Ramesh Chandra Mishra (Director) and Ms. Ira Mishra (Promoter) are relatives. There is no other relationship Directors as stated above.
Shareholding in the Company (as on the date of AGM Notice)	1,00,000 Equity shares (0.73%)
Directorship of other public Listed	1. Koiya International Limited

SEMICONDUCTOR LIMITED

Companies (*)	2. RRP Semiconductor Limited 3. Suncity Synthetics Limited 4. Ira Aarna Securities Services Private Limited 5. Ira Aarna Online Paintings Private Limited 6. Ira Aarna Reality Private Limited 7. Rover Finance Limited 8. Red Twigs Consultancy Private Limited 9. Satyabrata Idealistic Private Limited 10. Sria Welfare Association 11. Onepoint Legal Solutions LLP (Partner) 12. Career Up LLP (Partner)
Membership/Chairmanship of Committees of Board of Directors of other companies as on 31st March, 2026	She holds Membership in Audit and Stakeholder Relationship Committee of RRP Semiconductor Limited. and Chairperson in Nomination & Remuneration Committee and Member of Audit & Stakeholder Relationship Committee of Koiya International Limited
Partners in LLP	1. Onepoint Legal Solutions LLP 2. Career Up LLP
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	Mrs. Sumita Mishra, Mr. Ramesh Chandra Mishra (Director) and Ms. Ira Mishra (Promoter) are relatives. She has no other relationship with any other managerial personnel of the Company except as stated above.

By Order of the Board of Directors

RRP SEMICONDUCTOR LIMITED
(Formerly Known as G D Trading & Agencies Limited)
Sd/-

Place: Mahape, Thane
Date: 13/08/2026

Sejal Nilesh Patel
Company Secretary & Compliance Officer
(Membership No: A75733)

SEMICONDUCTOR LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting Forty Sixth (46th) Director's Report of RRP Semiconductor Limited ('The Company'), together with the Audited Financial Statements (standalone) for the Financial Year ended March 31, 2026.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE :

The standalone and consolidated financial highlights of the Company's operations are summarized below :

(Rs. In Lakhs)

	Standalone	
PARTICULARS	**2025-26**	**2024-25**
Revenue from operations	(682.14)	3,159.14
Other Income	9.00	35.9
Total Income	(673.15)	3195.13
Total expenses	102.52	2,048.76
Profit/(Loss) before Exceptional Item and Tax	**(775.67)**	**1,146.37**
Exceptional Item	0	0
Profit/(Loss) before Tax	**(775.67)**	**1,146.37**
Total Tax Expenses	0	300.00
Profit / (Loss) for the period	**(775.67)**	**846.37**
Earnings per Equity Share (in Rs)		
Basic	(5.69)	5.99
Dilute	(5.69)	5.99

2. BUSINESS PERFORMANCE/STATE OF THE COMPANY'S AFFAIRS :

During the year under review, the Company has Revenue from operations of Rs. (682.14) as against Rs. 3,159.14/- for the previous year. After deducting total expenditure aggregating to Rs. 102.52/-. The company has made a loss of Rs. 775.67 (Rs. In Lacs) as against profit of Rs. 846.37 (Rs. In Lacs) in the previous financial year.

3. TRANSFER TO RESERVES :

During the year under review, no amount has been transferred to the general reserve of the Company**.**

4. DIVIDEND :

The Company has not recommended any dividend for the financial year 2024-25 due to losses.

SEMICONDUCTOR LIMITED

5. **INCREASE IN ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL :**

The Authorized share capital of the Company is Rs. 30,00,00,000 /- (Rupees Thirty Crores only) consisting of 2,95,00,000 Equity Shares of Rs. 10/- each and 50,000 Preference Shares of Rs. 100/- each. The paid-up share capital of the Company is Rs. 14,12,40,000 /- (Rupees Fourteen Crores Twelve Lakhs and Forty Thousand only) consisting of 1,41,24,000 Equity Shares of Rs. 10 /- each.

During the financial year under review, there was no change in Authorized Share Capital as well as Paid up Share Capital of the Company except for the following.

However, during the financial year under review, the Company has redeemed 10,500 Non- Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 10,50,000/- out of the total issued 50,000 Preference shares of Rs. 100/- each in accordance with the terms of issue and the applicable provisions of the Companies Act, 2013.

The redemption was carried out in the month of June, 2025 out of the proceeds of a fresh issue of 1,35,24,000 Equity shares made for the purpose of redemption, as applicable. Consequent to the redemption, the said preference shares stand cancelled and the paid-up preference share capital of the Company has been reduced accordingly.

During the year there was no further changes in Share Capital of the Company.

6. **LISTING OF EQUITY SHARES :**

The Company's Equity shares are listed on the following Stock Exchange:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India

7. **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES :**

The Company does not have any Associates and/or Joint Venture Companies as defined under Section 2(6) of the Companies Act, 2013.

8. **NATURE OF BUSINESS:**

The nature of business of the Company is Information and Technology Industry (Semiconductor & digital chips etc.). During the year under review, there has been no change in its nature of business.

The nature of business is in line with the Company's long term strategic objective and is expected to contribute positively to the overall growth and profitability of the Company.

9. **CHANGE IN NAME OF THE COMPANY:**

During the Financial Year under review, there has been no change in name of the Company.

10. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP) :

Composition:

The Company recognizes that a diverse and well-balanced Board is fundamental to its sustained success and effective governance. In alignment with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the composition of the Board reflects an optimal mix of Executive and Non-Executive Directors.

The Board comprises individuals with a wide spectrum of expertise, including industry knowledge, financial acumen, legal insight, and operational experience. The Directors also bring in diverse regional, cultural, and geographical perspectives, which contribute meaningfully to informed decision-making and help maintain the Company's strategic edge in a competitive environment.

As of March 31, 2026, the Board consisted of Six (6) Directors, including:

- One Executive Directors and
- Five Non-Executive Directors, wherein Two are Non-Executive Non-Independent Directors and Three are Non-Executive Independent Directors (including one Independent Woman Director)

❖ CHANGE IN DIRECTORSHIP DURING THE YEAR:

During the Financial Year 2025-26, the following changes took place in the composition of Board of Directors of the company;

- **Appointment:**

During the year under review, Mr. Manas Ranjan Palo was appointed as an Additional Director designated as Managing Director with effect from 01st July, 2025 for a period of Three Years commencing from 01-07-2025 to 30-06-2028, and regularised/appointed by shareholders by way of Special Resolution at the 45th Annual General Meeting held on 24th September, 2025.

- **Change in designation:**

During the financial year under review, Mrs. Sumita Mishra (DIN: 00207928) resigned from the post of Managing Director with effect from 30th May, 2025 due to Other professional engagement as mentioned in her Resignation Letter.

However, she is continuing as Director (Non- Executive Non-Independent) of the company. The Board of Directors approved the change in designation of Mrs. Sumita Mishra from Managing Director to Non- Executive Non-Independent with effect from 30th May, 2025 and by shareholders by way of Special Resolution at the 45th Annual General Meeting held on 24th September, 2025.

RRP SEMICONDUCTOR LIMITED

- **Resignation :**

During the financial year under review, there were no Resignation of Directors.

Accordingly, the Board of Directors of the company as on date of this Report comprises the following ;

Sr. No.	Name	Designation	DIN
1)	Mr. Ramesh Chandra Mishra	Non-Executive Non-Independent	00206671
2)	Mrs. Sumita Mishra	Non-Executive Non-Independent	00207928
3)	Mrs. Sanghamitra Sarangi	Independent Director	08536750
4)	Mr. Nitin Arvind Oza	Independent Director	03198502
5)	Mrs. Sejal Dattaram Yerapale	Independent Director	08544413
6)	Mr. Manas Ranjan Palo	Managing Director	01933994

DIRECTORS RETIRING BY ROTATION:

Pursuant to the provisions of Section 152 of the Act read with the relevant rules made thereunder, Mrs. Sumita Mishra (DIN: 00207928) Non-Execute Non-Independent Director being longest in the office is liable to retire by rotation at the ensuing 46th Annual General Meeting ("AGM") and being eligible, has sought re-appointment.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended their re-appointment and the matter is being placed for seeking approval of members at the ensuing Annual General Meeting of the Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings, necessary details of Mrs. Sumita Mishra, are provided as an Annexure to the Notice of the Annual General Meeting.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

KEY MANAGERIAL PERSONNEL :

- **Appointment of CFO:**

During the year under review, Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in a meeting held on 14th August, 2025 has appointed Mr. Manas Ranjan Palo as Chief Financial Officer with effect from 14th August, 2025.

11. **INDEPENDENT DIRECTORS :**

Statement on Declaration given by Independent Directors :

The Company has now three Independent Directors, namely Mrs. Sanghamitra Sarangi (DIN: 08536750), Mr. Nitin Oza (DIN: 03198502) and Ms Sejal Dattaram Yerapale (DIN: 08544413). Each of them has submitted the requisite declarations under Section 149(7) of the Act, affirming that they meet the criteria of independence as outlined in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In accordance with Regulation 25(8) of the SEBI Listing Regulations, all Independent Directors have further confirmed that they are not aware of any circumstances or situations that could impair their independence or affect their ability to exercise objective judgment free from external influence.

The Board of Directors has reviewed and duly noted these declarations and confirmations after conducting a thorough assessment of their accuracy. The Independent Directors have also affirmed compliance with the provisions of Schedule IV of the Act (Code for Independent Directors) and the Company's Code of Conduct. There has been no change in the status or circumstances that would affect their designation as Independent Directors during the reporting period.

Additionally, the Company has received confirmation from all Independent Directors regarding their registration in the Independent Directors' databank, maintained by the Indian Institute of Corporate Affairs, in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company www.gdtal.com

Familiarization Programme for Independent Directors :

Your Company has adopted a formal Familiarisation Programme for Independent Directors to support their effective participation on the Board. As part of the familiarisation process, the Company provides detailed insights into its business operations, industry dynamics, organizational structure, and group-level businesses. Independent Directors are also informed about the regulatory and compliance obligations under the Companies Act, 2013 and the SEBI Listing Regulations.

12. **DIRECTORS' RESPONSIBILITIES STATEMENT:**

Pursuant to the requirement under Section 134 (5) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual accounts on a going concern basis.
5. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

13. NUMBER OF MEETINGS OF THE BOARD :

During the year under review, the Board has demonstrated a high level of involvement in guiding the Company, supported by detailed discussions and timely decisions. During the financial year, Five (5) meetings of the Board of Directors were held, the details of which are given in the Corporate

During the financial year under review, the Board of Directors of the Company passed resolutions by circulation on dated 12/06/2025 in which the Board has redeemed the 10,500 Non- Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 10,50,000/- out of the total issued 50,000 Preference shares of Rs. 100/- each in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The resolutions so passed were duly noted and confirmed at the subsequent meetings of the Board of Directors, as applicable.

Meetings held during the financial year 2025-26

Five (5) Board Meetings were held during the year under review and gap between the two meetings did not exceed 120 days. The meetings were held on the following dates:

Sr No.	Board Meeting Dates
1.	30th May, 2025
2.	30th June, 2025
3.	14th August, 2025
4.	14th November, 2025
5.	11th February, 2026

INDEPENDENT DIRECTOR'S MEETING :

During the year under review, the Independent Directors of the Company met 1 (one) time on February 11, 2026.

14. ANNUAL BOARD EVALUATION :

The Company has established a comprehensive framework for evaluating the performance of the Board of Directors, its Committees, and individual Directors, in line with the requirements of Sections 134 and 178 of the Act, Regulation 17(10) of the SEBI Listing Regulations, and the Company's Nomination and Remuneration Policy.

As part of this evaluation process, structured and confidential questionnaires were circulated to all Directors to obtain feedback on various aspects of the Board's functioning, the effectiveness of its committees, and the performance of each Director. The observations and responses received were compiled, analysed, and subsequently presented to the Chairman of the Board for review and discussion.

The evaluation of Directors covered several aspects, including their attendance and participation in meetings, understanding of the Company's operations and business environment, application of knowledge and expertise, quality of contributions to discussions, maintenance of confidentiality, integrity, and independent judgment. Directors were also evaluated on their alignment with the Company's core values, commitment to fiduciary responsibilities, and adherence to the Code of Conduct.

The Board's performance was assessed based on criteria such as the effectiveness of its oversight on compliance and governance matters, clarity in the roles of the Chairman and Executive/Non Executive Directors, the diversity and mix of skills and expertise, strategic involvement, and overall guidance in areas such as risk management, financial reporting, ethics, and succession planning. Particular emphasis was placed on the Board's ability to provide strategic foresight and review the implementation of key initiatives and policies.

The evaluation of Committees considered their structure, independence, frequency of meetings, adherence to defined procedures, effectiveness in fulfilling their responsibilities, and the extent of their contribution to Board decisions. The Committees were also assessed on their ability to engage meaningfully with internal and external auditors, and their role in supporting oversight functions.

Based on the outcome, the Board concluded that the overall performance of the Board, its Committees, and individual Directors, including Independent Directors, was found to be satisfactory.

15. COMMITTEES OF THE BOARD :

As on **March 31, 2026**, the Board has constituted the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee

***However, the Risk Management Committee, Corporate Social Responsibility Committee and Business Responsibility & Sustainability Committee were constituted by the Board at its Meeting held on 13th August, 2026.**

During the year, all recommendations made by the committees were approved by the Board.

Details of all the Committees such as terms of reference, composition and meetings held during the year under review are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

16. PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

(i) All Directors had attended the Board meetings;
(ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.
(iii) The Independent Directors only received sitting fees.
(iv) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.
(v) The compliances were reviewed periodically;
(vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

17. CORPORATE SOCIAL RESPONSIBILITY:

Since the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company as the limits are not breached, a report on CSR activities is not required to be annexed with this report.

During the year, the Company Voluntarily contributed an amount of Rs. 7,75,000/- to Shri Giri Govardhan Trust located at Palghar towards activities relating to Animal welfare, Promoting education and Infrastructure development. These contributions were made as a responsible corporate citizenship and for the sustainable development.

The Board believes that such initiatives contribute positively to society and reflect the Company's values of social responsibility and ethical business conduct.

18. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT:

The HR function is strategically integrated with the Company’s long-term vision and is geared towards enhancing employee experience, performance, and future readiness. This year, RRP Semiconductor Limited remained committed to nurturing an inclusive and collaborative workplace culture that encourages transparency, creativity, and mutual respect. The Company actively promotes a learning oriented environment by investing in skill-building, leadership development, and cross-functional exposure, ensuring employees continue to grow and thrive within the organization.

In addition to professional growth, the Company places great value on employee well-being and work-life balance, striving to create a healthy, engaging, and performance-driven culture. Through various initiatives and feedback mechanisms, the Company ensures continuous dialogue with its workforce, reinforcing its commitment to building long-term, fulfilling relationships with employees.

To enhance team spirit and cultivate a welcoming environment, the Company also organized various interactive sessions and team-building activities, which encouraged open communication, collaboration, and relationship-building across departments. These initiatives played a significant role in reinforcing team spirit and enhancing organizational cohesion.

19. NOMINATION AND REMUNERATION POLICY :

The Company has established a comprehensive Policy on Director Appointment and Remuneration, which also encompasses Key Managerial Personnel and other employees. This policy serves as a framework for the Nomination and Remuneration Committee to identify and recommend individuals who possess the necessary qualifications, skills, and experience to serve as Directors. It also lays down clear criteria for assessing the independence of Directors in accordance with regulatory requirements and the Company's governance standards.

Furthermore, the policy ensures that the Company's remuneration strategy is aligned with its overarching business objectives. Remuneration packages are designed to reward individual contributions as well as overall organizational performance, while remaining competitive and in line with industry benchmarks. This approach not only motivates Directors and employees to deliver sustainable value but also supports the retention of high-caliber talent.

In addition to fixed and variable pay components, the policy emphasizes transparency, fairness, and alignment with shareholder interests. The Committee regularly reviews the policy to adapt to changing regulatory landscapes and evolving best practices in corporate governance. This enables the Company to maintain a balanced and performance-driven reward system that fosters long term growth and accountability.

The remuneration policy approved by the board of Directors is available on the website of the Company www.gdtal.com

20. BOARD POLICIES:

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company www.gdtal.com.

a) Code of Conduct for Directors and Senior Management
b) Nomination and Remuneration Policy
c) Policy on Disclosure of Material Events
d) Policy on preservation of Documents
e) Policy on archival of data
f) Whistle Blower Policy
g) Policy on Related Party Transactions
h) POSH Policy
i) Dividend Distribution Policy
j) Policy on Material Subsidiary

21. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

There was material changes and commitments have occurred between the end of the Company's financial year of the Company to which the financial statements relate and the date of the report which may affect the financial position of the Company or its status as a "Going Concern".

A. During the year under review, the Company has received the email dated 14th October, 2025 from BSE Limited for payment of SOP Fine for Late submission of the voting results within the period provided under the Regulation 44(3) of SEBI (LODR) Regulation, 2015 for the 45th AGM held on 25/09/2025 and the company has paid the said fine of Rs. 11,800/- on 28/10/2025.

B. During the year under review, pursuant to the communication received from BSE Limited dated 7th November, 2025 seeking price movement clarification, the Company informed BSE that all material information is being disseminated in a timely manner and that there was no further information requiring dissemination as on the date of its response.

The Company had also informed to the SEBI and the Surveillance Department of BSE Limited vide its communication dated 3rd April, 2025 regarding the movement in the price of its securities. The Company stated that it was not aware of any action taken by BSE in this regard and had no information regarding any dealing in the securities of the Company by its Directors, KMPs or Promoters in connection with the said price movement.

C. The Securities and Exchange Board of India ("SEBI") passed an Interim Order dated 10th April, 2026 under Sections 11(1), 11(4) and 11B(1) of the Securities and Exchange Board of India Act, 1992, in the matter of RRP Semiconductor Limited.

The said Order records SEBI's prima facie findings regarding an alleged coordinated scheme involving certain preferential allottees, promoters/directors of the Company and certain trading entities, which SEBI considered indicative of manipulation in the price and trading activity of the Company's securities and possible violations of Section 12A of the SEBI Act, 1992 and Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

Pursuant to the said Interim Order, SEBI, inter alia, restrained the entities named in the Order from buying, selling or otherwise dealing, directly or indirectly, in the securities of the Company and directed the Depositories to freeze the equity shares of the Company held in their respective demat accounts. SEBI also directed the impounding of certain prima facie unlawful gains allegedly derived by specified trading entities and issued consequential directions to banks, depositories and Registrar and Transfer Agents.

The directions contained in the Interim Order were made effective immediately and shall remain in force until further orders. SEBI has also provided the concerned entities an opportunity to file their replies/objections within the prescribed period. The matter is presently subject to further proceedings/investigation by SEBI.

D. The Company came across certain misleading and false information relating to Company being circulated through social media platforms, including YouTube, containing unauthorised stock recommendations and inaccurate claims concerning the business activities and affairs of the Company

So, the Company has clarified that it has not exported ASIC chips or undertaken any export business amounting to ₹6.15 Crore, and has not received any alleged recognition as the "Most Trusted Brand of Semiconductor 2025". The Company also clarified that Mr. Sachin Tendulkar has no association with the Company and is not a shareholder of the Company.

The Company further stated that the claims circulated through social media were without any basis and had the potential to mislead investors in relation to the securities of the Company listed on the stock exchanges

Accordingly, the Company took cognizance of the matter and communicated the factual position to the Police station of Turbhe, Navi Mumbai and filed FIR for taking necessary action in this matter and also informed to the stock exchange with a view to safeguarding the interests of investors.

E. During the period under review, the Company has replied on 22/11/2025 to the Notice dated 14/10/2025 of Telecrown Infratech Private Limited for Termination of Agreement dated 12th November 2024 entered into by and amongst Telecrown Infratech Private Limited, RRP Semiconductor Limited, and UG Designs.

As per the terms of the Agreement, an interest-free security deposit of Rs. 12,00,00,000/- was deposited by the Company. Subsequently, owing to the absence of adequate updates regarding the progress and commencement of the project, the Company communicated its intention to terminate the Agreement and requested the refund of the aforesaid security deposit.

22. INTERNAL FINANCIAL CONTROL SYSTEMS THEIR ADEQUACY AND RISK MANAGEMENT:

The Company has in place a robust internal control system, commensurate with the size, scale, and complexity of its operations. These controls are supported by well-documented policies and standard operating procedures that govern key business processes. The internal control framework is designed to ensure the orderly and efficient conduct of business, including adherence to internal policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

In compliance with Section 138 of the Act and the applicable provisions of the SEBI Listing Regulations, the Company has established a structured Internal Audit function. The scope, authority, and functioning of the internal audit are defined and reviewed periodically by the Audit Committee. Internal audits are conducted at regular intervals to assess the effectiveness of operational and financial controls and to provide assurance on the design and operating effectiveness of internal systems.

The internal audits during the year focused on key functional areas such as inventory management, stock, Human Resources, IT systems, and operational efficiency. The audit findings were presented to the Audit Committee on a quarterly basis, along with management's responses and action plans.

Follow-up mechanisms are in place to ensure the timely implementation of corrective measures.

The internal control environment of the Company is dynamic and responsive to evolving business needs. It is reviewed periodically and strengthened as required to ensure high standards of governance, transparency, and accountability are maintained throughout the organization.

The internal and operational audit responsibilities are assigned to M/s. Kalpesh Khatri & Associates, who function independently and report directly to the Audit Committee to ensure objectivity and transparency in the audit process. The primary focus of their audit activities is to conduct a comprehensive assessment of business risks, evaluate the effectiveness of internal controls, and review core business processes for efficiency, compliance, and alignment with industry best practices.

23. INVESTOR EDUCATION AND PROTECTION FUND (IEPF) :

There is no amount due to be transferred to the IEPF account.

24. RELATED PARTY TRANSACTIONS :

Your Company has in place a Policy on Related Party Transactions for purpose of identification and monitoring of Related Party Transactions and is published on the Company's website at www.gdtal.com

The Company has established a robust and transparent framework for the review, approval, and monitoring of Related Party Transactions (RPTs). This framework ensures that all transactions with related parties are conducted in a fair, arm's-length manner and are aligned with the Company's commitment to ethical business practices and regulatory compliance.

In accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Materiality and Dealing with Related Party Transactions, all relevant information pertaining to proposed RPTs—including transaction details, nature of the relationship, commercial rationale, and pricing justification—is submitted for prior review and approval of the Audit Committee.

The Audit Committee plays a critical oversight role by ensuring that such transactions are in the best interest of the Company and its stakeholders, and do not result in any conflict of interest. For material RPTs and those requiring shareholder approval, the Company ensures timely disclosure and compliance with all applicable regulatory requirements and SEBI circulars.

Additionally, the Company periodically updates its Related Party Transaction policy to incorporate changes in law and evolving governance best practices. The Company has not entered into any transactions with related parties during the year under review that fall within the purview of Section 188 of the Companies Act, 2013 which requires approval.

However, details of transactions with related parties, if any, entered into in the ordinary course of business and on an arm's length basis, are disclosed in **Form AOC-2**, as applicable, pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the financial year 2025-26 the company has neither given any loans or guarantees nor made any investments as covered under the provisions of section 186 of the Companies Act, 2013 during the financial year 2024-25.

However, the details of loans in the ordinary course of business are disclosed in the Notes forming part of the Financial Statements of the Company.

However, the company during the Financial Year 2024-25 had given advances amounting to Rs. 1.14 Cr. in the nature of loan to RRP Electronics Limited. The said amount was paid by RRP Electronics Limited to the Company during the Financial Year 2025-26. However, RRP Semiconductors Limited has received an advances in the nature of borrowing (with Interest) from RRP Electronics Limited and is having an outstanding amount of Rs.3.66 Crore as on 31.03.2026.

26. DEPOSITS:

During the financial year, The Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 of the Act, read with the Rules made thereunder, and therefore, no amount of principal or interest on deposit was outstanding as of the Balance Sheet date. The Company does not have any deposits which are not in compliance with the requirements of Chapter V of the Act.

27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

A. Order passed by BSE Limited on dated 08th April, 2025:

The Company had in the Financial year 2023-24 has undertaken a Preferential issue of 1,35,24,000 equity shares of Rs. 10/- each at an issue price of Rs 12/- each in respect of which the listing and trading approval was withheld by BSE vide its Order dated 8th April, 2025. Pursuant to the said Order, BSE withdrew the listing and trading approval granted in respect of the aforesaid 1,35,24,000 equity shares issued pursuant to the Preferential issue.

The matter is presently pending before the Hon'ble Securities Appellate Tribunal ("SAT") vide Appeal No. 221 of 2025 dated 2nd May, 2025, wherein the Hon'ble SAT has directed maintenance of **status quo** with regard to the aforesaid Preferential issue of shares.

B. Interim Order passed by SEBI on dated 10th April, 2026:

The Securities and Exchange Board of India ("SEBI") passed an Interim Order dated 10th April, 2026 under Sections 11(1), 11(4) and 11B(1) of the Securities and Exchange Board of India Act, 1992, in the matter of RRP Semiconductor Limited.

The said Order records SEBI's prima facie findings regarding an alleged coordinated scheme involving certain preferential allottees, promoters/directors of the Company and certain trading entities, which SEBI considered indicative of manipulation in the price and trading activity of the Company's securities and possible violations of Section 12A of the SEBI Act, 1992 and Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

Pursuant to the said Interim Order, SEBI, inter alia, restrained the entities named in the Order from buying, selling or otherwise dealing, directly or indirectly, in the securities of the Company and directed the Depositories to freeze the equity shares of the Company held in their respective demat accounts. SEBI also directed the impounding of certain prima facie unlawful gains allegedly derived by specified trading entities and issued consequential directions to banks, depositories and Registrar and Transfer Agents.

The directions contained in the Interim Order were made effective immediately and shall remain in force until further orders. SEBI has also provided the concerned entities an opportunity to file their replies/objections within the prescribed period. The matter is presently subject to further proceedings/investigation by SEBI.

28. ENVIRONMENT, HEALTH AND SAFETY :

Your Company remains fully committed to upholding the highest standards of legal compliance and operational excellence in all aspects of Health, Safety, and Environmental (HSE) management. During the year under review, the Company continued to focus on energy and water conservation, enhanced utilization of renewable energy sources, and efforts to minimize waste generation across operations. These initiatives are in alignment with the Company's broader goals of sustainable development and environmental stewardship.

In line with this commitment, the management has actively fostered a culture of safety and well-being across the organization. The Company organizes routine fire safety drills, along with periodic health check-ups for both permanent and contractual employees, ensuring proactive care and risk prevention at the workplace.

The Company recognizes that safety is not a one-time initiative but an ongoing journey of continuous improvement. Accordingly, it has outlined future plans aimed at further enhancing the overall workforce well-being, promoting a proactive approach to health and safety, and embedding a strong safety-first culture throughout all operational sites.

Additionally, your Company reaffirms its commitment to providing a safe, healthy, and secure working environment across all manufacturing units and office, thereby ensuring a responsible and people-centric approach to organizational growth.

29. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company is committed to fostering a work environment that upholds the highest standards of safety, ethics, and legal compliance across all levels of its operations. To this end, a structured Vigil Mechanism and Whistle blower Policy have been implemented in line with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

These mechanisms are designed to enable employees and other stakeholders to confidentially report concerns regarding actual or suspected misconduct, including unethical behaviour, violations of legal or regulatory requirements, and breaches of the Company's Code of Conduct. The system ensures that disclosures are handled in a fair, transparent, and secure manner, without fear of retaliation.

Comprehensive information on the Company's Vigil Mechanism and Whistle blower Policy is provided in the Corporate Governance Report, which forms an integral part of this Integrated Annual Report. The Policy is also available on the Company's official website at www.gdtal.com

During the year under review, the status of Complaints received for the financial year ended March 31, 2026., is as follow:

Sr. No.	Particulars	Number of Complaints
1	Number of Complaints Received	2
2	Number of Complaints Auto Assigned to entity	1
3	Number of Complaints disposed	2
4	Number of Complaints remaining unresolved	0

30. RISK MANAGEMENT POLICY:

The Company continues to have an effective Risk Management process in place. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis.

31. AUDITORS AND THEIR REPORT:

a) *STATUTORY AUDITOR:*

M/S. PAMS & Associates (ICAI Firm Registration No: 316079E), has resigned from the post of the Statutory Auditor Company w.e.f. 26th June, 2026.

The Board of Directors at its meeting held on July 20, 2026 recommended M/s. Lipika & Associates, Chartered Accounted as Statutory Auditor for a term of 5 years from the financial year 2026-2027 to 2030-2031 to the Members of the Company in ensuing 46th Annual General Meeting.

The Auditor's Report on the Financial Statements for the year ended March 31, 2026, is unqualified and free from any adverse remarks, qualifications, disclaimers, or reservations. The notes accompanying the financial statements are comprehensive and self-explanatory, requiring no additional clarifications. Furthermore, the Auditors have not reported any instances of fraud under

Section 143(12) of the Companies Act, and consequently, no disclosures are necessary under Section 134(3)(ca) of the Act.

b) ***SECRETARIAL AUDITOR:***

Pursuant to the requirements of Section 204 (1) of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Amarendra Mohapatra & Associates, Practicing Company Secretaries firm (Membership No: 26257, COP NO: 14901) was appointed to conduct secretarial audit for the financial year 2025-26 to 2030-31.

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per SEBI Circular dated 12th December, 2024 the approval of shareholders of the Company at the 45th Annual General Meeting of the Company is accorded for the appointment of Mr. Amarendra Mohapatra, Practising Company Secretaries (Membership No. F7649 and COP. 18278), as Secretarial Auditors of the Company for a term of 5 years starting from FY 2025-2026. The Company has received a consent letter from Mr. Amarendra Mohapatra, that they are not disqualified and are eligible to hold the office as Auditors of the Company, if appointed.

The Secretarial Audit Report (MR-3), provided by the Secretarial Auditor, is annexed as **Annexure-III** and forms an integral part of this Report. The observations made in the Report are self-explanatory and do not warrant any further comments or explanations from the Board. Furthermore, the Secretarial Auditor has not reported any instances of fraud under Section 143(12) of the Companies Act, 2013. Accordingly, there are no disclosures required under Section 134(3)(ca) of the Act.

Board's Reply :

The Secretarial Auditor of the Company has made certain observations in the Secretarial Audit Report in Form MR-3, which form part of the Annual Report.

The Board of Directors has taken note of the observation mentioned in the reports and taking necessary actions to rectify the observations, remarks in the Secretarial Auditors Report.

Also the Company has been making necessary disclosures and disseminating material information to the Stock Exchange – BSE Limited in accordance with the applicable regulatory requirements. The Board shall continue to ensure timely dissemination of all material information and compliance with the applicable provisions of the SEBI Regulations and other applicable laws.

c) ***INTERNAL AUDITORS*:**

The Board of Directors has appointed M/s. Kalpesh Khatri & Associates as an Internal Auditor of the Company for the financial year 2025-2026 and 2026-2027, in Board Meeting held on 30th May, 2025.

32. <u>REPORTING OF FRAUDS BY AUDITORS</u>:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

33. <u>ACCOUNTING STANDARDS :</u>

The Company has followed Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

34. <u>ANNUAL RETURN :</u>

In accordance with the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company has been made available on the Company's official website www.gdtal.com

35. <u>CORPORATE GOVERNANCE :</u>

The Company remains steadfast in its commitment to upholding the highest standards of Corporate Governance, emphasizing transparency, accountability, and ethical business practices in all aspects of its operations. In accordance with Regulation 34 read with Schedule V of the SEBI Listing Regulations, a separate report on Corporate Governance has been included as part of this Integrated Annual Report as **Annexure-I**.

Additionally, a certificate issued by Mr. Amarendra Mohapatra, Practising Company Secretaries, Secretarial Auditor of the Company, confirming compliance with the Corporate Governance requirements as prescribed under the Listing Regulations is annexed as **Annexure- I**.

36. <u>MANAGEMENT DISCUSSION AND ANALYSIS REPORT :</u>

The Management Discussion and Analysis Report for the year under review, as stipulated under the Regulation 34 read with Schedule V of SEBI Listing Regulations, forms part of this Annual Report and is annexed as **Annexure-II**.

The state of the affairs of the business along with the financial and operational developments have been discussed in detail in the Management Discussion and Analysis Report.

37. <u>DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:</u>

The Company is firmly committed to fostering a safe, respectful, and inclusive workplace and maintains a zero-tolerance policy towards any form of discrimination or harassment. In alignment with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has implemented a comprehensive Anti-Harassment and Grievance Redressal Policy.

To ensure proper handling of such matters, an Internal Complaints Committee (ICC) is constituted at the Group level to address and resolve complaints related to sexual harassment in a timely and fair manner. The policy clearly outlines the procedures, roles, and responsibilities involved in addressing such concerns and aims to offer guidance and support to employees across all offices of the Company. The policy covers all women employees, including those who are permanent, temporary, or contractual. It is introduced to all employees during their induction.

During the financial year under review, the Company has not received any complaints pertaining to sexual harassment.

The details of complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during FY 2024-25 are as follows:

Sr. No.	Particulars	Complaints
1	Number of complaints at the beginning of the financial year	NIL
2	Number of complaints filed and resolved during the financial year	NIL
3	Number of complaints pending at the end of the financial year	NIL

38. **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, and foreign exchange earnings and outgo is as follows:

- **Conservation of energy: -**
  1. The steps taken or impact on conservation of energy: N.A.
  2. The steps taken by the Company for utilizing alternate sources of energy: N.A.
  3. The capital investment on energy conservation equipment: N.A.

- **Technology absorption:**
  1. The efforts made towards technology absorption: N.A.
  2. The benefits derived like product improvement, cost reduction product development or import substitution: N.A.
  3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -
     - The details of technology imported: N.A.
     - The year of import: N.A.
     - Whether the technology been fully absorbed. N.A.
  4. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and: N.A.
  5. The expenditure incurred on Research and Development. N.A.

- **Foreign Exchange Earnings and Outgo:** N.A.

39. SECRETARIAL STANDARDS COMPLIANCES:

Your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

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

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

41. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

42. LISTING WITH STOCK EXCHANGES:

Shares of the Company are listed on BSE Limited and the Company confirms that it has paid the annual Listing Fees for the year 2026-27.

43. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned. The Code lays down the standard of Conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code. Declaration of Code of Conduct is annexed and part of Annual report.

44. SHIFTING OF THE REGISTERED OFFICE:

During the year under review, there is no change in registered office of the Company.

45. DISCLOSURE REQUIREMENTS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable

Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

46. MAINTAINANCE OF COST RECORDS:

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

47. CAUTIONARY STATEMENT:

Certain statements made in this Report, including those under Management Discussion and Analysis, Corporate Governance, the Notice to Shareholders, and other sections of the Annual Report, may constitute “forward-looking statements” as per applicable laws and regulations. These statements reflect the Company’s current intentions, expectations, projections, or forecasts regarding future performance.

However, actual outcomes may vary materially from those expressed or implied, owing to changes in market conditions, economic developments, or unforeseen circumstances. The Company does not assume any obligation or responsibility for the accuracy or completeness of such forward-looking statements, which may be subject to revision based on future events, developments, or the availability of new information.

48. ACKNOWLEDGEMENTS:

The Directors acknowledge and sincerely appreciate the dedication, perseverance, and hard work demonstrated by all employees across the Company. They also extend their heartfelt thanks to the shareholders, government bodies, regulatory authorities, banks, stock exchanges, depositories, auditors, customers, vendors, business associates, suppliers, distributors, and the communities surrounding the Company’s operations. The Directors are grateful for their continued support, trust, and confidence in the Company’s Management.

For and behalf of Board of Directors,
RRP Semiconductor Limited
(Formerly Known as G D Trading & Agencies Limited)

Sd/-	**Sd/-**
Ramesh Chandra Mishra	**Manas Ranjan Palo**
Director	**Managing Director**
DIN:00206671	**(DIN: 01933994)**

Date: 13/08/2026
Place: Mahape, Thane

ANNEXURE- III

Report on Corporate Governance

[Report on Corporate Governance pursuant to the Companies Act, 2013 ("the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI Listing Regulations"} and forming a part of the report of the Board of Directors]

1. Company's philosophy on Corporate Governance

The Company's corporate governance philosophy revolve around fair and transparent governance and disclosure practices in line with the Principles of Good Corporate Governance. This philosophy is backed by principles of concerns, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, clients, associates and the community at large. The Company believes that good Corporate Governance is a continuous process and strives to improve its Corporate Governance practices to meet shareholder's expectations. The business is governed and supervised by a strong Board of Directors and together with the management, they are committed to uphold the principles of excellence across all activities.

The Company is compliant with the latest provisions of the SEBI Listing Regulations as amended from time to time.

2. Board of Directors

The composition of the Board as on March 31, 2026 comprised of 6 (Six) Directors with optimum combination of Executive and Non-Executive Directors i.e., 1 (One) Executive Director , 2 (two) are Non-Executive Non-Independent Directors and 3 (three) are Non-Executive Independent Directors (including one Independent Woman Director). All the members are eminent persons with considerable professional expertise and experience. The Board consists of a balanced combination of Executive and Non-Executive Directors.

The Board Members are not related to each other and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI Listing Regulations, 2015 and the Act.

Board Procedure-

The Board Meeting is conducted at regular intervals i.e. at least once in every quarter to discuss and decide the business strategies, policies and to review the performance of the Company. All the necessary documents and information pertaining to the matters to be considered at each Board Meeting and Committee Meeting is made available to the Board of Directors and Committee Members to discharge their responsibilities effectively.

The details of other Directorships/Chairmanship and Membership of Committees held by Directors of the Company (including the company) as on March 31, 2026 is given below:

Name of Directors	Category	No. of Other Directorships and Committee Chairmanship(s)/Membership(s)			Particulars of Directorships in other Listed Entities	
		*Director ships	#Chairman ship	#Member ship	Name of the Company	Category of Directorship
Mr. Nitin Arvind Oza (DIN: 03198502)	Chairperson Independent Director	6	5	7	1. Suncity Synthetics Limited 2. Nutricircle Limited 3. Satani Bearings limited 4. Sky Industries limited 5. Oxford Industries Limited	Independent Director
Mr. Ramesh Chandra Mishra (DIN: 05345622)	Non-Executive Non-Independent	8	1	2	1. Suncity Synthetics Limited 2. Integrated Hitech Limited	Non-Executive Non-Independent Director
*Mrs. Sumita Mishra (DIN: 00207928) Start from here	Non-Executive Non-Independent Director	10	2	4	1. Suncity Synthetics Limited 2. Koiya International Limited (Popees cares limited	Managing Director Independent Director
Mrs. Sanghamitra Sarangi (DIN: 08536750)	Non-Executive Independent Director	4	10	2	1. Sky Industries limited 2.Nutricircle Limited 3. Suncity Synthetics Limited	Independent Director
Mrs. Sejal Dattaram Yerapale (DIN: 08544413)	Non-Executive Independent Director	6	0	3	1. New Markets Avenue Limited	Independent Director
** Mr. Manas Ranjan Palo	Additional Director	3	2	1	1. Blue Chip India Ltd	Independent Director

(DIN: 01933994)	(Managing Director)				2. Avi Products India Limited	

Attendance, Directorships and Committee positions-

*** Mrs. Sumita Mishra (DIN: 00207928) resigned from the post of Managing Director w.e.f. closing Business hours of 30th May, 2025 and continue as Director (Non- Executive Non-Independent) of the company**

****Mr. Manas Ranjan Palo (DIN: 01933994) was appointed as an Additional Director (Managing Director) w.e.f. 01st July, 2025, in Board Meeting held on 30th June, 2025 and regularised/appointed as a Managing Director in 45th Annual General Meeting held on 24th September, 2025.**

Notes:

1. While considering the total number of directorships, directorships in foreign companies and companies incorporated under Section 8 of the Act have been excluded.
2. In terms of Part C of Schedule V of the SEBI Listing Regulations, it is hereby disclosed that there is no other inter-se relationship amongst the Directors.
3. The number of Directorship, Chairmanship/ Membership in Committees of all Directors is within prescribed limit under the Act and Regulation 26 of the SEBI Listing Regulations.

BOARD MEETINGS:

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other matters regarding the Company. The Board also meets to consider other business(es), whenever required, from time to time. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company.

The Company always ensures that the Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the SEBI Listing Regulations.

Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto.

Meetings held during the financial year 2025-26

Five (5) Board Meetings were held during the year under review and gap between the two meetings

did not exceed 120 days. The meetings were held on the following dates:

Sr No.	Board Meeting Dates
1.	30th May, 2025
2.	30th June, 2025
3.	14th August, 2025
4.	14th November, 2025
5.	11th February, 2026

*During the financial year under review, the Board of Directors of the Company passed resolutions by circulation on dated 12/06/2025 in which the Board has redeemed the 10,500 Non- Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 10,50,000/- out of the total issued 50,000 Preference shares of Rs. 100/- each in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The resolutions so passed were duly noted and confirmed at the subsequent meetings of the Board of Directors, as applicable.

The attendance of each Director at the Board Meeting and the last Annual General Meeting is given thereunder:

Name of Directors	Particulars of attendance for the Bo Meetings		Attendance for last AGM held on 24th September, 2025
	Meetings held during the Director's tenure	Board Meetings Attended	
Mr. Nitin Arvind Oza (DIN: 03198502)	5	5	✓
Mr. Ramesh Chandra Mishra (DIN: 05345622)	5	5	✓
*Mrs. Sumita Mishra (DIN: 00207928)	5	5	✓
Mrs. Sanghamitra Sarangi (DIN: 08536750)	5	5	✓
Mrs. Sejal Dattaram Yerapale (DIN: 08544413)	5	5	✓
Mr. Manas Ranjan Palo (DIN: 01933994)	5	3	✓

***Mr. Manas Ranjan Palo (DIN: 01933994) was appointed as an Additional Director designated as Managing Director w.e.f. 1st July, 2025, in Board Meeting held on 30th June, 2025 and regularised/appointed as a Managing Director in 45th Annual General Meeting held on 24th September, 2025.**

➢ INDEPENDENT DIRECTORS :

The term "Independent Director" is defined under Section 149 of the Act and the applicable rules, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. In accordance with Section 149(7) of the Act, all Independent Directors have submitted declarations confirming that they meet the independence criteria laid out in Section 149(6) of the Act and the SEBI Listing Regulations. Based on these declarations, the Board has reviewed and verified their authenticity and confirms that the Independent Directors meet all requirements of independence and are fully compliant with the provisions of the Act and SEBI Listing Regulations.

Additionally, all Independent Directors have affirmed that there are no existing or foreseeable circumstances that could impact their status as Independent Directors or hinder their ability to effectively perform their duties. They are also in compliance with the limit on the number of independent directorships as prescribed under Regulation 17A of the SEBI Listing Regulations.

For the financial year ended March 31, 2026, all Directors have confirmed that they do not serve as Members in more than 10 committees or as Chairpersons in more than 5 committees, in accordance with Regulation 26(1) of the SEBI Listing Regulations, across all companies where they hold directorships.

In line with Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are publicly accessible on the Company's website at www.gdtal.com

Familiarisation Programmes

At the time of appointment, the Independent Directors are made aware of their roles and responsibilities through a formal letter of appointment which stipulates various terms and conditions. At Board and Committee meetings, the Independent Directors are regularly familiarised on the business model, strategies, operations, functions, policies and procedures of the Company and its Subsidiaries. All Directors attend the familiarisation programmes as these are scheduled to coincide with the Board meeting calendar.

The details of such programmes for familiarization of Independent Directors with the Company are available at the website of the Company at the web link www.gdtal.com/resource/Investors/Investors.aspx .

Matrix Setting Out the Skills/Expertise/Competence of the Board of Directors

The Board of Directors of the Company plays a pivotal role in guiding the strategic direction and ensuring the effective governance of the organization. In order to fulfil its responsibilities and maintain a high standard of corporate oversight, the Board continually assesses the collective skills and competencies required in the context of the Company's evolving business landscape, sectoral challenges, and regulatory requirements.

In compliance with Regulation 34(3) and Schedule V of the SEBI Listing Regulations, the Board has identified a set of core skills, expertise, and competencies that are necessary for the effective functioning of the Company. These attributes are currently available among the Board members, who bring diverse professional experiences and a strong commitment to ethical governance and strategic excellence.

The identified skills reflect the nature of the industry, the Company's strategic priorities, and the dynamic global business environment in which it operates. The Board regularly reviews these skills to ensure continued alignment with emerging trends, risks, and stakeholder expectations.

Business	Understanding of business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Leadership	Extended Leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long term growth.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principle financial officer, principle accounting officer, controller, public accountant, auditor or person performing similar function.
Marketing	Experience in developing strategies to grow sales and market share, build awareness and equity and enhance enterprise reputation.

In terms of requirement of SEBI Listing Regulations, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as follows:

Name of the Director	**Area of Expertise**					
	Business	**Leadership**	**Strategy and Planning**	**Governance**	**Financial**	**Sales & Marketing**
Mr. Nitin Arvind Oza (DIN: 03198502)	✓	✓	✓	✓	✓	
Mr. Ramesh Chandra Mishra (DIN: 05345622)		✓	✓	✓	✓	
*Mrs. Sumita Mishra (DIN: 00207928)	✓	✓	✓	✓		

Mrs. Sanghamitra Sarangi (DIN: 08536750)	✓	✓	✓	✓	✓	
Mrs. Sejal Dattaram Yerapale (DIN: 08544413)		✓	✓	✓		
Mr. Manas Ranjan Palo (DIN: 01933994)	✓	✓	✓	✓	✓	✓

❖ **<u>COMMITTEES OF BOARD OF DIRECTORS:</u>**

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

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholder's Relationship Committee.
4. Risk Management Committee
5. Corporate Social Responsibility Committee
6. Business Responsibility & Sustainability Committee.

***The Risk Management Committee, Corporate Social Responsibility Committee and Business Responsibility & Sustainability Committee were constituted by the Board at its Meeting held on 13th August, 2026.**

The Composition of all the mandatory Committees meets the requirements of the Act and the SEBI Listing Regulations.

The details of the role and composition of the Committees of the Board including the number of meetings held during the Financial Year under review and attendance thereat, are provided below.

❖ **<u>AUDIT COMMITTEE:</u>**

The terms of reference of the Audit Committee satisfy the requirement of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI Listing Regulations.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Chairman of the Committee is financially literate and all other members of the Audit Committee have accounting or related financial management expertise.

Terms of Reference-

The brief terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
b) Changes, if any, in accounting policies and practices and reasons for the same;
c) Major accounting entries involving estimates based on the exercise of judgment by management;
d) Significant adjustments made in the financial statements arising out of audit findings;
e) Compliance with listing and other legal requirements relating to financial statements;
f) Disclosure of any related party transactions;
g) Modified opinion(s) in the draft audit report;

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Mandatorily review the following information:

1) Management discussion and analysis of financial condition and results of operations;
2) Management letters / letters of internal control weaknesses issued by the statutory auditors;
3) Internal audit reports relating to internal control weaknesses;
4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
5) Statement of deviations;
a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
b) Annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Composition, Meetings and Attendance

During the Financial year 2025-26, the Audit Committee met **Four (4) times.**

The composition of the Audit committee and date of the meeting from 1ST April, 2025 to 31st March, 2026 and attendance of the Audit committee meetings is given below:

Name of Members	**Category**	**Meeting Dates**	**May 30, 2025**	**August 14, 2025**	**November 14, 2025**	**February 11, 2026**
		Mode of Meeting	**Physical Meeting at the Registered Office**			
		No. of Meetings Attended				
Mr. Nitin Arvind Oza (DIN:03198502) **(Chairperson)**	Independent Director	**4**	✓	✓	✓	✓
Mrs. Sanghamitra Sarangi	Independent	**4**	✓	✓	✓	✓

(Member)	Director					
Mrs. Sumita Mishra * **(Member)**	Non-Independent Director	**4**	✖	✓	✓	✓
Mrs. Sejal Dattaram Yerapale * **(Member)**	Independent Director	**4**	NA	NA	NA	NA
Mr. Manas Ranjan Palo* **(Member)**	Chief Financial Officer (CFO)	**4**	NA	NA	NA	NA

***Mrs. Sumita Mishra ceased to be a Member of the Audit Committee with effect from 13th August, 2026.**

****Mrs. Sejal Dattaram Yerapale and Mr. Manas Ranjan Palo were appointed as Members of the Audit Committee with effect from 13th August, 2026.**

The Functional Heads, Internal Auditors, Representatives of Statutory Auditors attend the meetings of Audit Committee from time to time. The Chairperson of the Audit Committee Meeting was present at the 45th Annual General Meeting held on 24TH September, 2025.

❖ NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee ("**NRC**") of the Company is duly constituted as per Regulation 19 of the SEBI Listing Regulations, read with the provisions of Section 178 of the Act.

The present composition of the NRC is in accordance with the provisions of the Act and the rules made thereunder and SEBI Listing Regulations, it consists of Three (3) Non-Executive Independent Directors as on March 31, 2026. The Nomination and Remuneration Committee recommends the nomination of Directors, and carries out evaluation of performance of individual Directors. Besides, it recommends remuneration policy for Directors, Key Managerial Personnel and the Senior Management of the Company.

Terms of Reference-

The brief terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:

a) Use the services of an external agencies, if required
b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
c) Consider the time commitments of the candidates.

2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition, Meetings and Attendance

During the Financial Year 2025–26 Nomination and Remuneration Committee met **4 (Four) times**.

The composition of the Nomination and Remuneration Committee, and date of the meeting from 1ST April, 2025 to 31st March, 2026 and attendance of the NRC committee meetings is given below:

Name of Members	Category	Meeting Dates	May 30, 2025	August 14, 2025	November 14, 2025	February 11, 2026
		Mode of Meeting	Physical Meeting at the Registered Office			
		No of Meetings Attended				
Mrs. Sanghamitra Sarangi **(Chairperson)**	Independent Director	4	✓	✓	✓	✓
Mr. Nitin Arvind Oza (DIN:03198502) **(Member)**	Independent Director	4	✓	✓	✓	✓
Mrs. Sejal Dattaram Yerapale **(Member)**	Independent Director	4	✓	✓	✓	✓

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of Section 134(3)(p) of the Act read with the SEBI Listing Regulations, the Nomination and Remuneration Committee carried out the annual performance evaluation of the Directors individually including the Chairman and the Board evaluated the overall effectiveness of the Board of

Directors including its Committees based on the ratings given by the Nomination & Remuneration Committee of the Company.

The performance evaluation of the Independent Non-Executive Directors was carried out by the entire Board on the criteria and framework adopted by Board (the concerned Director being evaluated did not participate). On the basis of ranking filled in the evaluation questionnaire and discussion of the Board, the Directors have expressed their satisfaction on the performance of the Independent Non-Executive Directors.

- **STAKEHOLDERS' RELATIONSHIP COMMITTEE** :

The Stakeholders' Relationship Committee ("**SRC**") is constituted as per the requirements of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

It consists of three (3) Directors who are Non- Executive Directors as on March 31, 2026. The Chairperson of Stakeholders Relationship Committee attends the Annual General Meeting to answer the queries raised by the Shareholders / Security holders, if any.

Composition, Meetings and Attendance

During the Financial Year 2025–26 the Stakeholders Relationship Committee **met 2 (Two) times.** The Composition of the Committee, date of the meetings and attendance of Stakeholders Relationship Committee members in the said meetings is given below –

Name of Members	**Category**	**Meeting Dates**	**May 30, 2025**	**November 14, 2025**
		Mode of Meeting	**Physical Meeting at the Registered Office**	
		No of Meetings Attended		
Mr. Nitin Arvind Oza (DIN: 03198502) (**Chairperson)**	Independent Director	**2**	✓	✓
Mrs. Sanghamitra Sarangi **(Member)**	Independent Director	**2**	✓	✓
Mrs. Sumita Mishra **(Member)**	Non-Independent Director	**2**	✓	✓
Mrs. Sejal Dattaram Yerapale **(Member)**	Independent Director	**2**	**NA**	**NA**

Mr. Manas Ranjan Palo **(Member)**	Managing Director & CFO	**2**	**NA**	**NA**

***Mrs. Sanghamitra Sarangi ceased to be a Member of the Stakeholders Relationship Committee with effect from 13th August, 2026.**

****Mrs. Sejal Dattaram Yerapale and Mr. Manas Ranjan Palo were appointed as Members of the Stakeholders Relationship Committee with effect from 13th August, 2026.**

- **Name, designation and contact details of the Compliance Officer**

Mrs. Sejal Nilesh Patel, Company Secretary and Compliance Officer (ICSI Membership. NO.: A75733), is the Compliance Officer of the Company.

The Compliance Officer can be contacted at:

RRP SEMICONDUCTOR LIMITED

Office Address-A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710.

Tel: +91 9223400434

- Email: gdtal2000@gmail.com
- Website : gdtal.com

Status of investors' complaints as on March 31, 2026

During the year, **NIL** Complaints were received through the SCORES portal of SEBI. No request for Share Transfer or Dematerialisation was pending for approval as on March 31, 2026.

The details of shareholders' complaints received and disposed of, during the year under review are as under:

No. of Investor complaints pending at the beginning	0
No. of Investor complaints received	2
No. of Investor complaints disposed off	2
No. of Investor complaints unresolved	0

SEMICONDUCTOR LIMITED

Particulars of Senior Management and Changes Therein Since the Close of Previous Financial Year

Sr. No.	Members of Senior Management Team	Role / Designation
1.	Mr. Ramesh Chandra Mishra	Non-Executive Non-Independent
2.	Mrs. Sumita Mishra	Non-Executive Non-Independent
3.	Mrs. Sanghamitra Sarangi	Independent Director
4.	Mr. Nitin Arvind Oza	Independent Director
5.	Mrs. Sejal Yerapale	Independent Director
6.	Mr. Manas Ranjan Palo (Appointed w.e.f. 01/07/2025)	Managing Director
7.	Mr. Manas Ranjan Palo (Appointed w.e.f. 14/08/2025)	Chief Financial Officer (CFO)
8.	Mrs. Sejal Nilesh Patel	Company Secretary & Compliance Officer

- **REMUNERATION OF DIRECTORS :**

A. Policy on Remuneration

At RRP Semiconductor Limited, our people are central to our success. We consider our human capital as one of our most valuable assets. Accordingly, our remuneration framework is designed to ensure fair, transparent, and competitive compensation for Directors, senior management, and employees across all levels.

Our remuneration strategy is focused on:

- Attracting and retaining top talent,
- Recognizing and rewarding performance, and
- Aligning individual goals with the Company's long-term vision and objectives.

No loans or advances were made to any Directors during the financial year 2025–26.

The Nomination and Remuneration Policy outlines the guiding principles and is accessible to all stakeholders through the Company's official website at: www.gdtal.com/resource/Investors/Investors.aspx

- **Remuneration to Independent Directors**

Independent Directors are compensated solely through sitting fees for attending Board and Committee meetings. In order to maintain independence, no performance-linked incentives or stock options are extended to Independent Directors.

There are no pecuniary relationships or transactions between the Non-Executive Directors and the Company that require disclosure under applicable regulations.

➢ **Remuneration to Executive Director**

The remuneration of the Managing Director is governed by applicable provisions of the Companies Act, 2013, relevant rules, SEBI regulations, and shareholder approvals. It includes a combination of fixed pay, allowances, and retirement benefits. No performance-linked incentives were paid during FY 2025–26.

Service Contract, Notice Period and severance Fee

- The term of appointment for Executive Directors is **three years**, subject to retirement by rotation as per the Companies Act, 2013.
- The notice period for termination is **One month** from either side.
- **No severance fee** is payable on termination of appointment.

8. General Body Meetings:

A) Details of Last

Three Annual General Meetings are as under

AGM	Financial Year	Day, Date and Time	Venue	Details of Special Resolution Passed
43rd	2022-23	Saturday, September 30, 2023 01:00 p.m.	MERCANTILE CHAMBERS, 3RD FLOOR, 14-R, KAMANI MARG, BALLARD ESTATE, MUMBAI – 400001	No Special Resolutions
44th	2023-24	Monday, August 28, 2024 02:00 p.m.	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") Deemed Venue: A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710.	A) To regularise/ appoint Mrs. Sumita Mishra (DIN: 00207928) as Director of the company B) Appointment Of Mrs. Sumita Mishra (DIN: 00207928) As Managing Director Of The Company And Fixing Her Remuneration C) To Expland And Enlarge The Objective Of The Preferential Issue.
45th	2024-25	Wednesday, 24th September, 2025 at 2:00 p.m.	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") Deemed venue:	A. Regularisation/Appointment Of Mr. Manas Ranjan Palo (DIN: 01933994) As Director Of The Company. B. Appointment Of Mr. Manas

				Ranjan Palo (DIN: 01933994) As Managing Director Of The Company And Fixing His Remuneration. C. Appointment & Change In Designation Of Mrs. Sumita Mishra (DIN: 00207928) As A Non-Executive Non-Independent Director

The Chairperson of the Audit Committee was present at all the above AGMs. All resolutions moved at the Annual General Meeting were passed by the requisite majority of shareholders.

B) Extraordinary General Meetings

No Extraordinary General Meetings were held during the financial year 2025-26.

C) Details of resolutions passed by way of postal ballot

There is currently no proposal to pass any resolution by way of postal ballot. None of the matters scheduled for consideration at the upcoming Annual General Meeting require approval through a postal ballot process.

9. Means of Communication

Quarterly Results	The Company communicates to the Stock Exchange about the quarterly financial results within 30 minutes from the conclusion of the Board in which the same is approved.
Newspapers wherein results normally published	The results are usually published in the Active times (English) and Pratahkal (Regional Marathi) newspapers.
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI Listing Regulations and under the Act are being posted at Company's website:
	All the official news releases and presentations on significant developments in the Company to the institutional investors or analysts are hosted on Company's website gdtal.com and provided to the Stock Exchanges https://www.bseindia.com/
	The Company ensures necessary updation of details pertaining to calls or presentations to institutional investors or analysts to the Stock Exchanges and also uploads the same on the website of the Company.
Designated e-mail address for investor services	To serve the investors better and as required under SEBI Listing Regulations, the designated e-mail address for investors complaints is gdtal2000@gmail.com

10. General Shareholder Information

a) Annual General Meeting - Date, Time and Venue	45th Annual General Meeting through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM facility) [Deemed Venue for the meeting: Registered Office: A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710]
b) Financial Year	April to March
c) Registered Office	A396/397, TTC Industrial Area, Mahape, Thane,Maharashtra, India, 400710
d) Corporate Office	-
g) CIN	L46521MH1980PLC022672
h) Name and Address of Stock Exchanges where Company's securities are listed	**BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India.
j) Listing fees	The Annual Listing fees for the financial year 2026-27 has been paid to BSE Limited.
k) Share Registrar and Transfer Agents	M/S Bigshare Services Pvt. Ltd. 306, 3rd Floor, Right Wing, Amrutha Villa, Opp. Yashoda Hospital, Rajbhawan Road, Somajiguda, Hyderabad (T.S.) Email- info@bigshareonline.com
l) Company Secretary & Compliance officer	Mrs. Sejal Nilesh Patel (Membership No: A75733)

n) Share Transfer System

Pursuant to the directive of the Securities and Exchange Board of India (SEBI), physical transfer of shares has been dispensed with. In reference to SEBI Circular dated January 25, 2022, the security holder/ claimant shall submit duly filled up Form ISR-4 for processing of service request related to transmission, transposition, consolidation/sub-division/endorsement of share certificate, issue of duplicate share certificate along with requisite documents. The Company/RTA shall issue letter of confirmation after processing the service requests which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities. The Form ISR-4 is available on the website of the Company.

o) Shareholding Pattern (Equity) as on March 31, 2026

	No. of Shares	% Equity
Promoter	1,74,500	1.28%
Non Resident Indian	0	0
Public	1,30,49,237	95.05%
Body Corporate	5,00,137	3.67%
0thers	126	0.0%
Total	**1,37,24,000**	**100%**

q) Distribution of Shareholding as on March 31, 2026

Sr. No	Shareholding of Shares Amount(Rs.)	Number of Shareholders	% of Total Shareholders %	Shares Amount	% of Total Share Capital %
1	1 to 5000	1478	97.6867	218500	0.1604
2	5001 to 10000	4	0.2644	36500	0.0603
3	20001 to 30000	1	0.0661	25000	0.0183
4	40001 to 50000	4	0.2644	200000	0.1468
5	50001 to 100000	9	0.5948	875000	0.6422
6	100001 and above	17	1.1236	134885000	99.0054
Total		**1513**	**100**	**136240000**	**100**

r) Dematerialization of Shares and Liquidity

82.61% of the Paid-up Capital is held in Dematerialised form with National Securities Depository Limited (NSDL) and 17.25% in Central Depository Services (India) Limited (CDSL) as on March 31, 2026 under ISIN No: **INE713N01013.**

Particulars	NSDL	CDSL	Physical	Total
Shares	11255403	2350597	18000	**13624000**
Shares (%)	82.61%	17.25%	0.14%	**100%**

s) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments

The Company has not issued any GDRs, ADRs, Warrants or any convertible instruments.

t) Commodity Price Risk or Foreign exchange risk and hedging activities

The Company faces risks related to exchange rate fluctuations. Effective planning and strategic measures help protect the Company's interests amid volatility in foreign exchange rates and commodity prices. The Company has not entered into any commodity hedging activities.

u) Plant Locations

There are no Plant Locations of the company.

v) credit rating

Credit Ratings not Applicable to the company.

w) Address for correspondence

Registered Office: A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710

x) Details with respect to Demat Suspense Account/Unclaimed Suspense Account as per Regulation 34(3) of SEBI Listing Regulations

Particulars	**Shareholders**		**Physical**	
	No. of Shareholder	No. of equity shares	No. of Shareholder	No. of equity shares
Aggregate no. of shareholders and the outstanding shares in the suspense account lying as on April 1, 2025	**NIL**	**NIL**	**NIL**	**NIL**
Number of shareholders who approached the Company for transfer of shares from suspense accounts during the year	-	-	-	-
Number of shareholders to whom shares were transferred from the suspense account during	-	-	-	-

the year				
Shares Transferred to IEPF A/c	-	-	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 20256	**NIL**	**NIL**	**NIL**	**NIL**

11. Other Disclosures

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

During the year under review, all the related party transactions that were entered into were on an arm's length basis and in the ordinary course of business, and there were no material related party transactions that had potential conflict with the interest of the Company at large. The details of the transactions with the related parties are placed before the Audit Committee on a quarterly basis in compliance with the provisions of Section 177 of the Act, and Rules framed thereunder and Regulation 23 of the SEBI Listing Regulations. Details of Related Party Transactions are disclosed in the notes to the Financial Statements as per the applicable Indian Accounting Standards. There were no Related Party Transactions during the year.

b) Details of Non-Compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirement of regulatory authorities on matters related to capital market except as mentioned below and for which Company has paid below mentioned fines:

Sr. No.	**Particulars**	**Fine Paid (Amount in Rs.)**
1	Late submission with requirement of Regulation 44(3) of SEBI (LODR) Regulation, 2015 for the month of September, 2025.	Rs. 11,800/-

c) Disclosure of Vigil Mechanism/ Whistle Blower Policy and access to the Chairperson of the Audit Committee;

The Company has put in place a mechanism for employees to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Companies Code of Conduct or Ethics Policy. The said Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the higher levels of supervisors, managers including the Audit Committee. We confirm that during the financial year 2025-26 no employee of the Company was denied access to the Chairperson of the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. gdtal.com/resource/Investors/Investors.aspx

This policy also provides for adequate safeguards against victimization of employees who avail of the mechanism and provides for direct access to the Ombudsperson/Audit Committee Chairperson under the Code.

No personnel have been denied access to the Audit Committee.

d) Details of compliance with all the mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to corporate governance.

e) Web Link where policy for determining 'material' subsidiaries is disclosed;

To determine 'material subsidiary', the Company has adopted a 'Policy for Determining Material Subsidiary' and the same has been hosted on the website of the Company on the following web link; gdtal.com/resource/Investors/Investors.aspx.

f) Web link where policy on dealing with related party transactions:

The Company has formulated a policy on materiality of Related Party Transactions and dealing with Related Party Transactions in line with the requirements of Section 177 (4) (iv) and 188 of the Act, read with Rules framed thereunder and the SEBI Listing Regulations, amended from time to time. This Policy has been posted on the website of the Company at the gdtal.com/resource/Investors/Investors.aspx

g) Disclosure of commodity price risk and commodity hedging activities- Not applicable

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the financial year 2025-26 the Company has not raised funds raised through preferential allotment or qualified institutions placement.

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

i) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

During the Financial Year 2025-26 there have not been any instances where the Board of Directors have not accepted any recommendations of any committee of the Board which is mandatorily required.

j) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is part during the Financial Year 2025-26.

Total fees which is required to be paid by the Company to the Statutory Auditors of the Company 'M/s. Lipika & Associates., Chartered Accountants' is as follows; Auditors Remuneration (exclusive of tax & GST)

Particulars	**2025-26 (in lakhs)**
Audit fees	0.80
Total	**0.80**

k) Disclosures in relation to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed to creating and maintaining an environment in which employees can work without any fear of harassment, exploitation or intimidation. The Company makes sure that every employee is made aware that the company is strongly opposed to sexual harassment and such behaviour is prohibited both by law and RRP Semiconductor Limited.

RRP Semiconductor Limited ensures complete anonymity and confidentiality of information. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

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

l) Disclosure by the listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount:

During the financial year 2025-26 the company has not given any loans & advances in the nature of loans to firms/ companies in which directors are interested.

m) 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 has no material Subsidiary and hence this clause is not applicable.

12) Non-Compliance of any Requirement of Corporate Governance Report

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the SEBI Listing Regulations.

13) Discretionary Requirements

The Company has voluntarily complied with the following discretionary requirements as provided under Regulation 27 (1) read with Part E of the Schedule II of the SEBI Listing Regulations:

The Board	The Company has Non-Executive Director as Chairperson.
Shareholder Rights	The quarterly and half-yearly financial performances are published in the newspapers and are also posted on the website of the Company, the same are not being sent to the members.
Modified opinion(s) in audit report	The Statutory Auditors have issued an unmodified audit opinion on the financial statements of the Company for the year ended March 31, 2026.
Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Company has same persons to the post of the Chairperson and the Managing Director.
Reporting of internal auditor	The Internal Auditor reports to Chairperson cum Managing Director and has direct access to the Audit Committee.

For and behalf of Board of Directors
RRP Semiconductor Limited
(Formerly Known as G D Trading & Agencies Limited)

Sd/-
Ramesh Chandra Mishra
Director
DIN:00206671

Sd/-
Manas Palo
Managing Director
DIN: 01933994

Date: 13/08/2026
Place: Mahape, Thane

RRP SEMICONDUCTOR LIMITED

ANNEXURE- VI

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,
The Members,
RRP Semiconductor Limited
(Formerly Known as G. D. Trading and Agencies Limited)
A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.

We have examined the compliance on the conditions of Corporate Governance by **RRP Semiconductor Limited (Formerly Known as G. D. Trading and Agencies Limited)** ('the Company') for the year ended on **March 31, 2026**. As stipulated under Regulations 17 to 27, clauses (b) (i) of sub-regulation (2) of Regulation 46 and para C. D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(`SEBI Listing Regulations`).**

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2026.

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

Place: Bhubaneshwar
Date: 29/05/2026

Sd/-
Amarendra Mohapatra
Practicing Company Secretary
Membership No.: A26257
C P No.: 14901
PR No. 1880/2022
UDIN: A026257H000544665

ANNEXURE - II

MANAGEMENT DISCUSSIONS AND ANALISIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company mainly trading into electornic parts to supply specified clients. Now considering the need and demand in Indian semiconductor industry decided to carryout business activities in Indian semiconductor sector.

The Indian semiconductor industry has been experiencing significant growth and development in recent years. It plays a crucial role in the country's electronics manufacturing sector and contributes to the advancement of various high-tech industries. Overall, the Indian semiconductor industry is experiencing growth and transformation, driven by increasing domestic demand, government initiatives, and a focus on design and R&D. With continued support and investment, the industry is expected to contribute significantly to India's electronics manufacturing capabilities and emerge as a global player in the semiconductor sector.

OPPORTUNITIES AND THREATS:

Due to stiff competitions in the finance field where the company's activities are cantered in, the overall margins are always under pressure, but maintainable, with the constant effort and good services rendered by the company.

The Indian semiconductor businesses will give good returns in the days to come along with the trading line of activities.

There is industrial growth expected to increase new opportunities in personal finance and there is favourable Govt. policies and that shall help the Company to start/ expand in near future.

A small change in the focus of a large competitor might wipe out any market position we achieve. Through highly prevailing in the market remains the main risk faced by the company for investment activity.

In the financial Year 2024-25, the company has changed its main object and ventured in to new business of Electronics devices and Semiconductor. The Company is anticipating huge business opportunities considering growing demand of Electronics devices and Chips, and incentive and subsidy benefits (PLI Scheme of Government) provided by State and central government for the business.

The semiconductor industry faces several threats that can impact its operations and growth. Here are some significant threats faced by the semiconductor industry:

Supply Chain Disruptions: The semiconductor industry relies on complex global supply chains, and disruptions at any stage can have severe consequences. Events like natural disasters, geopolitical tensions, trade disputes, or pandemics can lead to supply chain interruptions, component shortages, and production delays. Technological cost and its Obsolescence: The rapid pace of technological advancements in the semiconductor industry means that products and technologies can quickly become outdated. Companies must continually invest in research and development (R&D) to stay competitive and ensure their offerings remain relevant in the market. Failure to do so can lead to the risk of being left behind.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company has changed its main object in the financial year 2024-25 and started new business and doing well, and looking forward for growth in the future in trading activities.

OUTLOOK:

While economy recovery is expected in 2024, and if some of the forecasts hold true, India will become the fastest growing large economy of the world in the coming years. Government initiatives such as 'Make in India' coupled with the new governance regime will boost confidence of global investors and act as a catalyst for overall growth of the industry. The growth momentum in India is expected to be driven by focused spending on development projects in the form of increased public spending on infrastructure development. This will become the engine for driving several sectors of economy and lead increased industrial activity. A continuously moderating inflation and a growth driving monetary policy coupled with improved purchasing power of an increasing middle class will further aid revival of domestic demand in turn leading to growth. Your company's ability to work closely with customers will enable it to counter threats from competition as well as strengthen the ability to create value proposition for customers. Further, the foreign source and several of them making India their sourcing hubs, overall growth prospects of the industry looks better.

RISKS AND CONCERNS

In semiconductor industry there is risk of supply chain disruption of recent years and current political and economic uncertainty. The semiconductor industry is influenced by global economic conditions. Periods of economic downturns, recessions, or fluctuations in consumer demand can impact semiconductor sales and revenue. Companies need to be prepared to navigate through economic uncertainties and adapt their strategies accordingly. The semiconductor industry requires highly skilled professionals, including engineers, researchers, and technicians. However, there is a shortage of talent with the necessary expertise in certain regions. This scarcity can impede technological advancements and innovation in the industry.

The Financial need of the company in Indian semiconductor industry trading activities and FAB center is huge and company may face a lot of challenges in this regard.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has a proper and adequate system of internal control to ensure that all the assets are safeguarded, protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal audit reports are reviewed for corrective actions wherever required. The views of statutory auditors are also considered to ascertain the adequacy of internal control system.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the Company has achieved turnover of Rs. 3,159.14 Lakh as against turnover of Rs 38.00 in the previous year. After deducting total expenditure aggregating to Rs. 2,048.76 Lakh, the Company has earned a profit after tax of Rs. 846.37 Lakh as against loss of Rs (1.70) Lakh of the previous year.

The financial summary for year ended is as follows:

	For the current year ended 31st March, 2026	For the previous year ended 31st March, 2025
Revenue from operations	(682.14)	3,159.14
Other Income	9.00	35.98

Total Income	(673.15)	3195.13
Expenditure	102.52	2,048.76
Profit / (Loss) for the year Before Tax	**(775.67)**	**1,146.37**
Less: Provision for Taxation	0	300.00
Net Profit/(Loss) After tax	**(775.67)**	**846.37**

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Directors wish to place on record their appreciation and acknowledgment of the efforts and dedication and contributions made by employees at all levels during the year under review. The Company continues to focus on attracting new talent & help them to acquire new skills, explore new roles and realize their potential. Your director acknowledges and thanks employees for their continued contribution. Considering commencement of new business the Company need/ hire highly skilled employees & professionals, including engineers, researchers, and technicians etc.

KEY FINANCIAL RATIO

Please refer notes of financial statement for the year ended 31.03.2026 for Key Financial Ratio.

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF

The net worth of the Company is Rs. 904.34 lakh against Rs. 1690.51 Lakh in last year in the company.

For RRP Semiconductor Limited
(Formerly known as G D Trading and Agencies Limited)

Sd/-
Manas Ranjan Palo
Managing Director
(DIN: 01933994)

Date: 13th August, 2026
Place: Mahape, Thane

ANNEXURE- III

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 of Managerial Personnel) Rules, 2014]

To,
The Members,
RRP Semiconductor Limited
(Formerly Known as G. D. Trading and Agencies Limited)
A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.

We have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. RRP Semiconductor Limited (Formerly Known as G. D. Trading and Agencies Limited)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

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

(ii) The Securities 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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings

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

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

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

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

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **(Not applicable to the Company during the audit period)**

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

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;and **(Not applicable to the Company during the audit period)**

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

(vi) In our opinion and as identified as informed by the management, the Company has adequate systems to monitor and ensure compliance (including the process of renewal /fresh/pending applications with government authorities), the following laws are specifically applicable to the company.

1. The Information Technology Act, 2000 and the rules made thereunder.
2. Software Technology Parks of India rules and regulations.

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 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time.

We have also reviewed the compliances of the following:

i) Address other than registered office at which the books of accounts maintained.

ii) Remote e-voting of the company in a fair and transparent manner.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Company has complied with the 100% promoters holding in the demat form.*

2. *Filing of various forms and returns with Registrar of Companies in the prescribed time or within the extended time with payment of additional fees under Companies Act, 2013.*

3. *During the year under review, the Company received an email dated 14th October, 2025 from BSE Limited regarding the payment of SOP fine for the delayed submission of compliance under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the month of September, 2025. The Company duly paid the said fine amounting to ₹11,800/- on 28th October, 2025.*

4. *The Company had undertaken a Preferential issue of 1,35,24,000 equity shares of Rs. 10/- each at an issue price of Rs 12/- each in respect of which the listing and trading approval was withheld by BSE vide its Order dated 8th April, 2025. Pursuant to the said Order, BSE withdrew the listing and trading approval granted in respect of the aforesaid 1,35,24,000 equity shares issued pursuant to the Preferential issue.*

   The matter is presently pending before the Hon'ble Securities Appellate Tribunal ("SAT") vide Appeal No. 221 of 2025 dated 2nd May, 2025, wherein the Hon'ble SAT has directed maintenance of ***status quo*** *with regard to the aforesaid Preferential issue of shares.*

We further report that

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

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

Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the Audit period following events have occurred, which has major bearing on the Company's affairs ;

SEMICONDUCTOR LIMITED

1. **<u>Price Movement Clarification :</u>**

During the year under review, pursuant to the communication received from BSE Limited dated 7th November, 2025 seeking price movement clarification, the Company informed BSE that all material information is being disseminated in a timely manner and that there was no further information requiring dissemination as on the date of its response.

The Company had also informed the Surveillance Department of BSE Limited vide its communication dated 3rd April, 2025 regarding the movement in the price of its securities. The Company stated that it was not aware of any action taken by BSE in this regard and had no information regarding any dealing in the securities of the Company by its Directors, KMPs or Promoters in connection with the said price movement.

2. **<u>Material Order Passed by SEBI vide its Order dated 10/04/2026:</u>**

During the year under review, the Securities and Exchange Board of India ("SEBI") passed an Interim Order dated 10th April, 2026 under Sections 11(1), 11(4) and 11B(1) of the Securities and Exchange Board of India Act, 1992, in the matter of RRP Semiconductor Limited.

The said Order records SEBI's prima facie findings regarding an alleged coordinated scheme involving certain preferential allottees, promoters/directors of the Company and certain trading entities, which SEBI considered indicative of manipulation in the price and trading activity of the Company's securities and possible violations of Section 12A of the SEBI Act, 1992 and Regulations 3 and 4 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

Pursuant to the said Interim Order, SEBI, inter alia, restrained the entities named in the Order from buying, selling or otherwise dealing, directly or indirectly, in the securities of the Company and directed the Depositories to freeze the equity shares of the Company held in their respective demat accounts. SEBI also directed the impounding of certain prima facie unlawful gains allegedly derived by specified trading entities and issued consequential directions to banks, depositories and Registrar and Transfer Agents.

The directions contained in the Interim Order were made effective immediately and shall remain in force until further orders. SEBI has also provided the concerned entities an opportunity to file their replies/objections within the prescribed period. The matter is presently subject to further proceedings/investigation by SEBI.

3. **<u>Filed Complaint Against Dissemination of Misleading and False Content Through Social Media :</u>**

During the year under review, the Company came across certain misleading and false information relating to RRP Semiconductor Limited being circulated through social media platforms, including YouTube, containing unauthorised stock recommendations and inaccurate claims concerning the business activities and affairs of the Company.

So, the Company has clarified that it has not commenced any semiconductor manufacturing activities, has not exported ASIC chips or undertaken any export business amounting to ₹6.15 Crore, and has not received any alleged recognition as the "Most Trusted Brand of Semiconductor 2025". The Company also clarified that Mr. Sachin Tendulkar has no association with the Company and is not a shareholder of the Company.

The Company further stated that the claims circulated through social media were without any basis and had the potential to mislead investors in relation to the securities of the Company listed on the stock exchanges

Accordingly, the Company took cognizance of the matter and communicated the factual position to the Police station of Turbhe, Navi Mumbai to take necessary action in this matter and also informed to the stock exchange with a view to safeguarding the interests of investors.

4. **Termination of Agreement dated 12th November, 2024**

During the period under review, the Company has issued a notice to Telecrown Infratech Private Limited for Termination of Agreement dated 12th November 2024 entered into by and amongst Telecrown Infratech Private Limited, RRP Semiconductor Limited, and UG Designs.

As per the terms of the Agreement, an interest-free security deposit of Rs. 12,00,00,000/- was deposited by the Company. Subsequently, owing to the absence of adequate updates regarding the progress and commencement of the project, the Company communicated its intention to terminate the Agreement and requested the refund of the aforesaid security deposit.

For M/s. Amarendra Mohapatra & Associates
Company Secretaries

Sd/-
Amarendra Mohapatra
Proprietor
M. No.: A26257
C P No.: 14901
PR No. 1880/2022
UDIN: A026257H000544621

Date: 29th May, 2026
Place: Bhubaneshwar

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

RRP SEMICONDUCTOR LIMITED

ANNEXURE- A

To,
The Members,
RRP Semiconductor Limited
(Formerly Known as G. D. Trading and Agencies Limited)
A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.

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

1. Maintenance of statutory and other records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company. We have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For M/s. Amarendra Mohapatra & Associates
Company Secretaries
Sd/-

Amarendra Mohapatra
Proprietor
M. No.: A26257
C P No.: 14901
PR No. 1880/2022
DIN: A026257H000544621

Date: 29th May, 2026
Place: Bhubaneshwar

ANNEXURE - IV

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company With related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 Including certain arm's length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

Sr No.	Particulars	Details
a.	Name(s) of the related party and nature of relationship	NA
b.	Nature of contracts/arrangements/transactions	NA
c.	Duration of the contracts/arrangements/transactions	NA
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e.	Justification for entering into such contracts or arrangements or transactions	NA
f.	Date(s) of approval by the Board	NA
g.	Amount paid as advances, if any	NA
h.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188.	NA

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

Sr No.	Name(s) of Related Party	Nature of Relationship	Nature of Contracts/ arrangements/transactions	Duration of Contracts/ arrangements/transactions	Salient Terms of the Contracts/arrangements/transactions	Date of Approval by the BOD	Amount paid as Advances if any;
1.	RRP S4E Innovation Limited	The Company having significant influence	Purchase of Goods or Services	As per Term of Contract	Purchase of Goods or Services of Rs. 1.20 Lakhs during the year	30th May, 2025	NA

For RRP Semiconductor Limited
(Formerly known as G D Trading and Agencies Limited)

Sd/-
Manas Ranjan Palo
Managing Director
(DIN: 01933994)

Date: 13th August, 2026
Place: Mahape, Thane

SEMICONDUCTOR LIMITED

ANNEXURE-V

STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No	Requirements	Disclosure	
1.	The ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year.	**Name of the Director**	**Ratio (in x times)**
		Mr. Ramesh Chandra Mishra	Nil
		Mr. Nitin Arvind Oza	Nil
		Mr. Sumita Mishra	Nil
		Ms. Sejal Dattaram Yerapale	Nil
		Mrs. Sanghmitra Sarangi	Nil
		Mr. Rajendra Chodankar	Nil
		Mr. Avinsash Ramshiromani Tiwari	Nil
		Ms. Sejal Patel	Nil
		Ms. Asha Pal	Nil
2.	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year.	**Name of the Director**	**% increase in Remuneration**
		Mr. Ramesh Chandra Mishra	Nil
		Mr. Nitin Arvind Oza	Nil
		Mr. Sumita Mishra	Nil
		Ms. Sejal Dattaram Yerapale	Nil
		Mrs. Sanghmitra Sarangi	Nil
		Mr. Rajendra Chodankar	Nil
		Mr. Avinsash Ramshiromani Tiwari	Nil
		Ms. Sejal Patel	Nil
		Ms. Asha Pal	Nil
3.	The percentage increase/decrease in the median remuneration of employees in the financial year.	Not Applicable	

4.	The number of permanent employees on the rolls of Company.	2
5.	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	We hereby affirm that remuneration is as per the remuneration policy of the Company.

For RRP Semiconductor Limited
(Formerly known as G D Trading and Agencies Limited)

Sd/-
Manas Ranjan Palo
Managing Director
(DIN: 01933994)

Date: 13th August, 2026
Place: Mahape, Thane

SEMICONDUCTOR LIMITED

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

FY 2025-26

About The Company

Established in 1980, RRP Semiconductor Limited is a dynamic and diversified company engaged in Trading of securities and critical sectors of Semi-Conductors chip and other material trading.

Driven by a mission rooted in passion, innovation, and technological excellence, the Company is committed to contributing to the rapidly evolving semiconductor industry.

RRP is committed to responsible business practices, combining operational excellence with long-term value creation.

In alignment with its commitment to transparency and ethical growth, RRP Semiconductors Ltd. presents its Business Responsibility and Sustainability Report (BRSR), pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Overall, the Company's adherence to the BRSR framework reflects its steadfast dedication to operating as a socially responsible, inclusive, and transparent organization, contributing to sustainable development within the parameters of BRSR.

In this report, the terms 'RRP', 'We', 'Company', and 'Our' refer to RRP Semiconductors Ltd.

Note: The numbers are rationalised in this year's report, wherever required.

SECTION A: GENERAL DISCLOSURES

I. **Details of the listed entity:**

1. **Corporate Identity Number (CIN) of the Listed Entity -** L46521MH1980PLC022672
2. **Name of the Listed Entity –** RRP Semiconductor Limited
3. **Year of incorporation -** 28/05/1980
4. **Registered office address –** A396/397, TTC Industrial Area, Mahape, Thane, Thane, Thane, Maharashtra, India, 400710
5. **Corporate address -** A396/397, TTC Industrial Area, Mahape, Thane, Thane, Thane, Maharashtra, India, 400710
6. **E-mail –** gdtal2000@gmail.com
7. **Telephone -** 9223400434
8. **Website –** www.gdtal.com
9. **Financial year for which reporting is being done** – FY 2025- 26
10. **Name of the Stock Exchange(s) where shares are listed :**

Name of the Exchange	Stock Code
BSE Ltd.	504346

11. **Paid-up Capital** – Rs. 14,12,40,000/-
12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report** –
Mr. Manas Ranjan Palo – Managing Director
Ph. No: 9223400434
Email: gdtal2000@gmail.com
13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).** – All the disclosures made in this report are on a standalone basis for RRP Semiconductor Limited.
14. **Name of assessment or assurance provider** – Not Applicable for the reporting period as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dt. 28th March 2025.
15. **Type of assessment or assurance obtained** – Not Applicable for the reporting period as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dt. 28th March 2025.
16. **The Company is taking into consideration its market capitalisation for the first time with effect from 1st January, 2026, for the purpose of preparation of this Report.**

II. Products/services

17. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Semi conductor chip and other related Products	Trading of Semi Conductor Products	Nil

***Pending the open offer with SEBI given By Mr. Rajendra Chodankar, the company has not carried any business activities of semiconductors. Which will be resumed soon.**

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

S. No.	Product/ Service	NIC Code	% of Turnover contributed
1	Trading of Semiconductor Products	46521	Nil

III. Operations

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

Location	Number of plants	Number of offices	Total
National	01	01	01

20. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	1
International (No. of countries)	NIL

b. What is the contribution of exports as a percentage of the total turnover of the entity?

No export activities were undertaken by the Company during the current financial year.

c. A brief on types of customers:

The Company is engaged in the semiconductor business and caters to a diverse range of customers and business segments. The Company's prospective customer base includes electronics and semiconductor companies, original equipment manufacturers (OEMs), technology and electronics companies, industrial enterprises, and other businesses requiring semiconductor and related electronic components and solutions.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			EMPLOYEES			
1.	**Permanent (D)**	3	2	66.66	1	33.33
2.	**Other than Permanent (E)**	-	-	-	-	-
3.	**Total employees (D + E)**	3	2	66.66	1	33.33
			WORKERS			
4.	**Permanent (F)**	00	00	0.00	00	0.00
5.	**Other than Permanent (G)**	00	00	0.00	00	0.00
6.	**Total workers (F + G)**	00	00	100.00	00	0.00

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			DIFFERENTLY ABLED EMPLOYEES			
1.	**Permanent (D)**	00	00	0.00	00	0.00
2.	**Other than Permanent (E)**	00	00	0.00	00	0.00
3.	**Total differently abled employees (D + E)**	00	00	0.00	00	0.00
			DIFFERENTLY ABLED WORKERS			
4.	**Permanent (F)**	00	00	0.00	00	0.00
5.	**Other than permanent (G)**	00	00	0.00	00	0.00
6.	**Total differently abled workers (F + G)**	00	00	0.00	00	0.00

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21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	03	50%
Key Management Personnel	2	01	50%

* KMP includes CFO and CS. The CFO is also part of the Board of Directors.

22. Turnover rate for permanent employees and workers (in percent)

	FY 2025-26			FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2	1	3	1	1	2	1	1	2
Permanent Workers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

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

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
The Company does not have any subsidiary, holding, associate companies or joint venture.				

VI. CSR Details :

24. I. Whether CSR is applicable as per section 135 of Companies Act, 2013:

No. However, the Company has voluntarily contributed an amount of Rs. 7,75,000/- towards CSR activities to Shri Giri Govardhan Trust, situated at Vasai, Palghar, on 30th March, 2026.

II. **Turnover (in Rs.)** - (6,82,14,286)

III. **Net worth (in Rs.)** - 9,04,34,264.17/-

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No)	FY 2025-26			FY 2024-25		
	(If Yes, then provide web-link for grievance redress policy)	**Number of complaints filed during the year**	**Number of complaints pending resolution at close of the year**	**Remarks**	**Number of complaints filed during theyear**	**Number of complaints pending resolution at close of the year**	**Remarks**
Communities	Yes, the aggrieved parties can raise their concerns by writing to gdtal2000@gmail.com	00	00	NA	00	00	NA
Investors (other than shareholders)	NA						
Shareholders	Yes, shareholders can raise grievances through the SEBI SCORES platform (https://scores.sebi.gov.in/). Further, the shareholders also have the option to address	1	00	The Company received a complaint on 5th June, 2026 and 14th October, 2025	00	00	NA

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No)	FY 2025-26			FY 2024-25		
	their grievances by writing to gdtal2000@gmail.com			and submitted its reply through the ATR (Action Taken Report) on the same day.			
Employees and workers	Yes, the employees and workers can raise their concerns or grievance through multiple channels. They can use the designated email addresses: gdtal2000@gmail.com. Further, employees can directly escalate their grievances to the Directors and senior management.	00	00	NA	00	00	NA
Customers	Customers can raise their complaints through gdtal2000@gmail.com or by calling the customer care numbers 9223400434	00	00	NA	00	00	NA
Value Chain Partners	Yes, the aggrieved value chain partners can raise their concern by writing to gdtal2000@gmail.com	00	00	NA	00	00	NA

26. Overview of the entity's material responsible business conduct issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per

the following format[1]

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Waste and Hazardous Material Management	Risk	Handling and disposal of waste from operations can present significant environmental and health risks if not managed responsibly. Hazardous Waste has the potential to contaminate land and water sources, posing long-term threats to both ecosystems and communities. The Company recognizes that improper storage or disposal practices could also increase 5regulatory exposure, lead to costly remediation, and damage its reputation.	The Company has developed systems to ensure that waste is managed in compliance with regulatory frameworks and in an environmentally responsible manner. and reuse form an integral part of the waste management process.	Negative *There was no negative financial impact for the reporting year 2025-26

[1] Material issues identified are referred from the Sustainability Accounting Standards Board (SASB) 2023-24 version. SASB Standards are maintained and enhanced by the International Sustainability Standards Board (ISSB). This follows the SASB's merger with the International Integrated Reporting Council (IIRC) into the Value Reporting Foundation (VRF) and subsequent consolidation into the IFRS® Foundation in 2022. The latest standards have been accessed at https://sasb.ifrs.org/ on 25th August, 2025 at 11:10 IST.

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S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Workplace Health and Safety	Risk	Due to the inherent risks associated with large-scale operations, workplace safety remains a key area of concern. Accidents can result from heavy machinery, and site hazards, leading to injuries or even fatalities. Inadequate safety practices could also result in penalties, increased compliance costs, and reduced productivity, while undermining employee confidence and morale.	The Company follows a structured approach to workplace safety, . Continuous identification of hazards and preventive measures ensures operational resilience and a safer environment for employees.	Negative *There was no negative financial impact for the reporting year 2025-26
3.	Labour Practices	Risk	Maintaining stable labour relations is essential to uninterrupted operations. Conflicts over wages, working conditions, or lack of grievance redressal can result in strikes, work stoppages, or reputational setbacks. Operating in regions where labour protections may not always be adequate heightens the importance of fair practices and effective communication with employees.	Sanmit Infra prioritizes fair labour practices by complying with all applicable labour laws and establishing transparent communication channels. Employees can directly raise concerns through designated emails or approach senior management and Directors. A dedicated Whistle-blower Policy provides a confidential mechanism for reporting grievances or misconduct directly to the Audit Committee, ensuring swift investigation and resolution. Furthermore,	Negative *There was no negative financial impact for the reporting year 2025-26

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				the Company's facilities have been designed to accommodate employees with disabilities through features like ramps and lifts, reflecting a commitment to inclusivity even in the absence of differently-abled employees at present.	
4.	Energy Management	Risk	Energy costs form a significant part of operational expenses, and reliance on conventional power sources contributes to greenhouse gas emissions. By shifting towards renewable energy, the Company can enhance energy security, reduce costs, and align with global sustainability expectations.	RRP has taken steps to integrate clean energy into its operations, with a project underway.	Negative *There was no negative financial impact for the reporting year 2025-26
5.	Community Engagement and CSR	Opportunity	Strong community relations play a pivotal role in sustaining trust and creating long-term social impact. The Company views community well-being as integral to its	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			growth and actively contributes to social development initiatives. Through the Shri Giri Govardhan Trust, RRP supports Animal welfare, Promoting education, (vocational skill specially among Tribal Village Children), Ensuring the environmental sustainability, ecological balance and protection of flora & fauna, conservation of natural resources and women empowerment.		

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SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processesput in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
c. Web Link of the Policies, if available	Please refer the table below:								

Sr. No.	Name of policy	Link to Policy	Which Principles each policies goes into
1	Risk Management Policy	https://gdtal.com/resource/Investors/Investors.aspx	P1, P2
2	Nomination & Remuneration Policy	https://gdtal.com/resource/Investors/Investors.aspx	P1, P5
3	Dividend distribution policy	https://gdtal.com/resource/Investors/Investors.aspx	P1, P4
4	Policy on Related Party Transactions	https://gdtal.com/resource/Investors/Investors.aspx	P1, P7
5	Familiarization program for Independent Directors	https://gdtal.com/resource/Investors/Investors.aspx	P1
6	Policy for determining Material Subsidiaries	https://gdtal.com/resource/Investors/Investors.aspx	P1
7	Policy on determination of	https://gdtal.com/resource/Investors/Investors.aspx	P1

	Materiality of events		
8	Corporate Social Responsibility Policy	https://gdtal.com/resource/Investors/Investors.aspx	P4, P8
9	Code of Conduct for Non-Executive and Independent Directors	https://gdtal.com/resource/Investors/Investors.aspx	P1, P7
10	Code of Conduct for Directors and Senior Management Personnel	https://gdtal.com/resource/Investors/Investors.aspx	P1, P7
11	Whistle blower Policy and Vigil Mechanism Policy	https://gdtal.com/resource/Investors/Investors.aspx	P1, P5
12	Human Rights Policy	https://gdtal.com/resource/Investors/Investors.aspx	P3, P5
13	Cyber security and Data Privacy	https://gdtal.com/resource/Investors/Investors.aspx	P9
14	Archival Policy	https://gdtal.com/resource/Investors/Investors.aspx	P1
15	Code of Practices and Procedures for Unpublished Price Sensitive Information	https://gdtal.com/resource/Investors/Investors.aspx	P1
16	Policy on the Terms and Conditions of Appointment of Independent Directors	https://gdtal.com/resource/Investors/Investors.aspx	P1

2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	No	Yes	No	Yes	No	No	No	Yes

4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g.SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has not set any specific time-bound commitments, goals or targets relating to commercial-scale semiconductor manufacturing or production.
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company remains committed to adopting responsible and sustainable business practices and complying with all applicable statutory and regulatory requirements.
Governance, leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements At RRP, we believe that responsible growth is achieved by balancing business performance with a strong focus on environmental stewardship, social responsibility, and sound governance practices. We remain committed to creating long-term value for our stakeholders by embedding sustainability principles across our operations and aligning our initiatives with evolving global standards. Our approach continues to be guided by transparency, accountability, and a drive to continually improve the way we operate. - Mr. Manas Ranjan Palo Managing Director DIN: 01933994	
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Manas Ranjan Palo Managing Director DIN: 01933994
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Company has established a Business Responsibility and Sustainability Committee, chaired by -Manas Ranjan Palo, Managing Director. The committee conducts meetings to address and elaborate on matters pertaining to the Business Responsibility and Sustainability Report, ensuring ethical and transparent disclosures.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was under taken by Director /Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against Above policies and follow up action	The Board and its committees track and evaluate performance against all its policies diligently. Further regular follow-up actions are taken to ensure continuous improvement and alignment with the Company's commitments.									Need basis								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	There were no instances of operational non-compliances reported during the year. The Board of Directors oversees compliance with relevant statutory requirements.									Need basis								

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No								

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	No	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	No	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	No	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	Yes	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

Essential Indicators

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

Segment	Total Number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	01	During the year, Board members and Key Managerial Personnel (KMPs) were kept informed of various developments related to business operations, regulatory updates, safety matters, and other relevant issues.	100.00
Key Managerial Personnel	01		100.00
Employees other than BoD and KMPs	01	To raise awareness among employees and workers across the group, training programmes were conducted on key topics such as the Code of Conduct, the importance of ethics and integrity in the workplace, health and wellness, and safety awareness.	100.00
Workers	00		100.00

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year** ***(basis the materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)***

Monetary					
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (in INR)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/Fine		BSE Limited	11,800/-	Penalty imposed for delayed compliance of Regulation 44(3) of SEBI LODR, 2015 for the month of September 2025. The Company has paid the said fine on 28/10/2025.	No
Withdrawal of Listing & Trading approval of Preferntial issue of 1,35,24000 Equity shares		BSE Limited		The BSE has vide its Order dated 08/04/2025 withdraw the Listing & Trading approval granted for Preferential issue of 1,35,24000 Equity shares of Rs. 10/- each.	Yes. The Company has filed appeal before SAT., wherein the Hon'ble SAT has directed maintenance of ***status quo***
Interim Order passed by SEBI on 10/04/2026		Securities and Exchange Board of India (“SEBI”)	No fine levied	Pursuant to the said Interim Order, SEBI, inter alia, restrained the entities named in the Order from buying, selling or otherwise dealing, directly or indirectly, in the securities of the Company and directed the Depositories to freeze the equity shares of the Company held in their respective demat accounts. SEBI also directed the impounding of certain prima facie unlawful gains allegedly derived by specified trading entities and issued consequential directions to banks, depositories and Registrar and Transfer Agents.	No

Settlement	NIL
Compounding Fee	
Non-Monetary	
Imprisonment	Directors/ KMPs have not been subjected to any thresholds of the materiality policy[2] for Imprisonment or punishment in the financial year.
Punishment	

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

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
The BSE has vide its Order dated 08/04/2025 withdraw the Listing & Trading approval granted for Preferential issue of 1,35,24000 Equity shares of Rs. 10/- each.	The Company has filed an appeal before SAT., wherein the Hon'ble SAT has directed maintenance of ***status quo***

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

The Company does not maintain a separate Anti Bribery and Anti-Corruption policy, however, its Code of Conduct includes a Fair Dealing clause that addresses ethical business practices and integrity in all operations.

https://gdtal.com/resource/Investors/Investors.aspx

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

	FY 2025-26	FY 2024-25
Directors	Nil. No disciplinary action was initiated by any law enforcement agency on grounds of bribery or corruption against any Director, KMP, employee, or worker of the Company during the reporting year.	
KMPs		
Employees		
Workers		

[2] In line with the SEBI LODR (Third Amendment) dated 12th December 2024, the Company will adopt the revised materiality threshold for fines and penalties, as prescribed under Regulation XXXVIII(i)(a)(6), in its Materiality Policy in the upcoming financial year.

	On 10th April, 2026 SEBI has passed an interim order. The said Order records SEBI's prima facie findings regarding an alleged coordinated scheme involving certain preferential allottees, promoters/directors of the Company and certain trading entities, which SEBI considered indicative of manipulation in the price and trading activity of the Company's securities. Pursuant to the said Interim Order, SEBI, inter alia, restrained the entities named in the Order from buying, selling or otherwise dealing, directly or indirectly, in the securities of the Company and directed the Depositories to freeze the equity shares of the Company. In this order he Directors includes is namely Mr. Ramesh Chandra Mishra and Mrs. Sumita Mishra and Ms. Ira Mishra – Promoter of the company.

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

	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	00	NA	00	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	00	NA	00	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions,on cases of corruption and conflicts of interest. Not applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:[3]

	FY 2025-26	FY 2024-25
Number of days of accounts payables	0	0

[3] The above calculations are in accordance with Part B, Attribute 9 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

9. Open-ness of Business

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along-with loans and advances & investments, with related parties, in the following format:[4]

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from Trading houses as % of total purchases	0.00	0.00
	b. Number of trading houses where purchases and made from	00	00
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0.00	0.00
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	0.00	00
	b. Number of dealers/distributors to whom sales are made	00	00
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	0.00	00
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	1.20	16.48
	b. Sales (Sales to related parties/Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	68.79	634.90
	d. Investments (Investments in related parties/Total Investments made)	0.00	0.00

[4] The above calculations are in accordance with Part B, Attribute 9 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Leadership Indicators

1. **Awareness programs conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programs held	Topic/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programs
The Company has not conducted awareness programmes for its value chain partners in the current financial year.		

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

   The Company has established a Code of Conduct for Directors and Senior Management Personnel to prevent and address any conflict of interest among the Board members. The Code serves as a guide for identifying and addressing ethical dilemmas, fostering a culture of honesty and accountability. The Code of Conduct can be accessed at: https://gdtal.com/resource/Investors/Investors.aspx

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PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologiesto improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	2024-25	2023-24	Details of Improvements in environmental and social impacts
R&D	The Company has not made R&D or capex investments focused on improving environmental and social impacts.		
Capex			

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   The Company does not currently maintain a formal sustainable sourcing procedure; however, it recognises its significance and remains open to considering the development of such a policy in the future.

   b. If yes, what percentage of inputs were sourced sustainably?

   Not Applicable

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

   The Company currently has not established any specific processes for the safe reclamation of products for end-of-life reuse, recycling, or disposal, encompassing materials such as plastics, e-waste, hazardous waste, and other forms of waste.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/ No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   No, Extended Producer Responsibility is not applicable to the Company.

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Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/Service	% of total Turnover Contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
The Company is currently not performing Life Cycle Assessment for its services.					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/ Service	Description of the risk/ concern	Action Taken
Not Applicable		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2025-26	FY 2024-25
	Nil	Nil

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2025-26			FY 2024-25		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous Waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste	Nil	Nil	Nil	Nil	Nil	Nil

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category**

Indicate product category	Reclaimed products and their packaging materials (as percentage of products sold) for each product category
Not Applicable	

PRINCIPLE 3: Businesses should respect and promote the well-beingof all employees, including those in their value chains

Essential Indicators

1. **a. Details of measures for the well-being of employees:**

% of employees covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	02	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Female	01	00	0.00	00	0.00	01	100.00	00	0.00	00	0.00
Total	03	00	0.00	00	0.00	01	100.00	00	0.00	00	0.00
Other than Permanent Employees											
Male	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Female	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Total	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00

Note- Percentage of (D) – maternity is calculated as 100% considering (A) as total employees for the purpose of the said benefit, as per FAQs on BRSR issued by NSE

b. Details of measures for the well-being of workers:

% of workers covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Female	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Total	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Other than Permanent workers											
Male	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00

Female	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00
Total	00	00	0.00	00	0.00	00	0.00	00	0.00	00	0.00

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:[5]**

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the company	0.00	0.00

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	00.00	00.00	00	00.00	00.00	00
Gratuity	100.00	0.00	N.A.	100.00	0.00	N.A.
ESI	00.00	00.00	00	00.00	00.00	00

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises of the Company are accessible to the differently abled employees as the Company is committed to providing an accessible environment for employees and workers with disabilities. The infrastructure includes features like wheelchair-friendly ramps and lifts to ensure

[5] The above calculations are in accordance with Part B, Attribute 5 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

ease of access and to support an inclusive work environment. Although currently there are no employees or workers with disabilities, the Company proactively maintains this inclusive infrastructure to support and accommodate any future hires.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company does not have an equal opportunity policy in place, however, it recognises its importance and is open to exploring the development of such a policy in the future.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent Employees		Permanent workers	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	00	00	00	00
Female	00	00	00	00
Total	00	00	00	00

Note: No maternity leaves were availed in FY 2025-26

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, an informal mechanism is being utilised within the factory to receive and address grievances of the aggrieved workers.
Other than Permanent Workers	
Permanent Employees	Yes, the employees can raise their concerns or grievance through multiple channels. They can use the designated email addresses: gdtal2000@gmail.com Further, employees can directly escalate their grievances to the Directors and senior management. Furthermore a whistle blower policy is also implemented which enables the
Other than Permanent Employees	

	employees to report cases of misconduct through a secure channel.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	03	00	0.00	03	00	0.00
Male	02	00	0.00	02	00	0.00
Female	01	00	0.00	01	00	0.00
Total Permanent Worker	00	00	0.00	00	00	0.00
Male	00	00	0.00	00	00	0.00
Female	00	00	0.00	00	00	0.00

8. Details of training given to employees and workers:

	FY 2025-26					FY 2024-25				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	02	02	100.00	02	100.00	02	02	100.00	02	100.00

Female	01	01	100.00	01	100.00	01	01	100.00	01	100.00
Total	03	03	100.00	03	100.00	03	03	100.00	03	100.00
Workers										
Male	00	00	0.00	00	0.00	00	NA	NA	NA	NA
Female	00	00	0.00	00	0.00	00	NA	NA	NA	NA
Total	00	00	0.00	00	0.00	00	NA	NA	NA	NA

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	02	02	100.00	02	02	100.00
Female	01	01	100.00	01	01	100.00
Total	03	03	100.00	03	03	100.00
Workers						
Male	00	00	0.00	NA	NA	NA
Female	00	00	0.00	NA	NA	NA
Total	00	00	0.00	NA	NA	NA

10. **Health and safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Hazard identification is carried out for both routine operations and non-routine tasks, supported by periodic reviews and corrective action planning.

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes. Workers can raise safety concerns directly with their supervisors, and they are empowered to withdraw from any unsafe situation in line with the Company's safety protocols.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

The workforce doesn't currently have access to non-occupational medical and healthcare services. However, the company recognizes the significance of the same and will strive to extend these services to its workforce in the future.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	**Employees**	0.00	0.00
	Workers	0.00	0.00
Total recordable work-related injuries	**Employees**	00	00
	Workers	00	00
No. of fatalities	**Employees**	00	00
	Workers	00	00
High consequence work-related injury or ill-health (excluding fatalities)	**Employees**	00	00
	Workers	00	00

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company is dedicated to ensuring a healthy and safe work environment for its employees.

13. Number of Complaints on the following made by employees and workers:

	FY 2025-26	FY 2024-25

	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year:

	% of your plants and offices that were assessed(by entity or statutory authorities or third parties)
Health and safety practices	Nil
Working Conditions	Nil

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not Applicable, as no assessments of health and safety practices and working conditions were conducted in the financial year.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

   No, currently the Company doesn't offer a specific life insurance or compensatory package. However, the company recognizes the significance of the same and will strive to extend such benefits in the future.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   The Company verifies the PAN and GST filing status of the vendors to ensure that statutory dues have been properly deducted and deposited by the value chain partners.

3. **Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment: Not applicable**

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**
   Currently, transition assistance programs designed to facilitate continued employability or support career transitions following retirement or termination are not being offered.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Nil
Working Conditions	Nil

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	00	NA	00	NA
Workers	00	NA	00	NA

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditionsof value chain partners.** Not Applicable

SEMICONDUCTOR LIMITED

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**
The Company engages with stakeholders through a structured process that begins by mapping both internal and external groups. Their influence on our operations, as well as the impact of our activities on them, is carefully assessed. This evaluation helps us prioritize stakeholders and gain clarity on their expectations and concerns. Continuous interaction through multiple channels has not only strengthened our relationships but also provided valuable insights that support the refinement of our business strategy.

2. **List stakeholder groups identified as key for your entity and the frequency ofengagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Email, SMS, Newspaper, website, social media, Physical meet	Regular	Awareness campaigns, query resolution
Employees	No	Email, Physical meet	Regular	Employee engagement
Shareholders	No	Various modes including e-mail, newspapers, Company website, Physical meet	Frequently and need basis	Keeping shareholders updated of all developments in the Company
Communities	Yes	Email, Newspaper, website	As and when required	Requisite engagement under CSR objectives
Value Chain Partners	No	Email, calls, physical meeting	As and when required	Strengthen the relationship with vendors in order to deliver better quality to the end customer

Regulatory Authorities	No	Through returns, filings, submissions, etc., email	As and when required	Submissions of compliances and receipt of approvals, replies to queries

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   RRP has entrusted its Managing Director with the responsibility of facilitating consultations between stakeholders and the Board on economic, environmental, and social matters. The Managing Director, together with the senior leadership team, provides regular updates to the Board and its Committees, both during Board meetings and in dedicated Committee sessions. To support this, the Company has established processes that enable management to capture feedback from key stakeholders and present it for discussion at the Board and Committee level.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes. RRP relies on the outcomes of stakeholder consultations to identify and manage environmental and social topics. While no specific instances arose during the reporting period, the Company maintains an open and proactive approach to engagement. Inputs received from stakeholders are duly considered, and wherever relevant, they are integrated into decision-making processes.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   Through its CSR efforts, the Company remains committed to addressing the needs of disadvantaged and marginalized groups. During the reporting year, no direct concerns or engagements from such stakeholders were noted. Nevertheless, the Company continued to implement programs that are designed to create meaningful benefits for vulnerable communities.

PRINCIPLE 5: Businesses should respect and promote human rights

Essentials Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	03	03	100.00	03	03	100.00
Other than permanent	00	00	0.00	00	00	0.00
Total Employees	03	03	100.00	03	03	100.00
Workers						
Permanent	00	00	0.00	00	00	0.00
Other than permanent	00	00	0.00	00	00	0.00
Total Workers	00	00	0.00	00	00	0.00

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2025-26					2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										

Category	FY 2025-26					2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent	03	00	0.00	03	100.00	03	00	0.00	03	100.00
Male	02	00	0.00	02	100.00	02	00	0.00	02	100.00
Female	01	00	0.00	01	100.00	01	00	0.00	01	100.00
Other than Permanent	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Male	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Female	00	00	0.00	00	0.00	00	00	0.00	01	0.00
Workers										
Permanent	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Male	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Female	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Other than Permanent	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Male	00	00	0.00	00	0.00	00	00	0.00	00	0.00
Female	00	00	0.00	00	0.00	00	00	0.00	00	0.00

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ Salary/ Wages of respective category (Rs)	Number	Median remuneration/ Salary/ Wages of respective category
Board of Directors (BoD)*	2	3,25,000	2	50,000

Key Managerial Personnel	01	25,000	01	55,000
Employees other than BoD and KMP	1	18,000	0	00
Workers	0	0	00	00

* Remuneration of BOD also includes sitting fees being paid to non-executive directors yearly.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:[6]

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	00	00

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The Company has designated the Board of Directors to oversee human rights aspect within the organisation, with the HR Head also responsible for its management.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Individuals can raise concerns by writing to gdtal2000@gmail.com Employees are also encouraged to bring their grievances directly to the Directors or senior management, ensuring that their issues are addressed through proper and accessible communication channels. Additionally, the Company has also implemented a Whistle-blower Policy designed to enable employees to report any misconduct or unethical behaviour.

6. Number of Complaints on the following made by employees and workers:

	FY 2025-26			FY 2024-25		
	Filed during	Pending resolution	Remarks	Filed during	Pending resolution	Remarks

[6] The above calculations are in accordance with Part B, Attribute 6 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

	the year	at the end of the year		the year	at the end of the year	
Sexual harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/ Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other - Human Rights related issues	Nil	Nil	NA	Nil	Nil	NA

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:[7]

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	00	00
Complaints on POSH as a % of female employees / workers	0.00	0.00
Complaints on POSH upheld	00	00

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has implemented a Whistle-blower Policy designed to enable employees to report any concerns or suspected violations directly to the Audit Committee without any adverse consequences. Employees can confidentially raise issues related to misconduct or unethical behavior with the Audit Committee and the Directors. Upon receiving a report, the Audit

[7] The above calculations are in accordance with Part B, Attribute 6 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Committee and Directors promptly begin an investigation to gather all necessary facts and evidence. If the allegations are substantiated, suitable disciplinary measures are taken against the responsible individual.

9. **Do human rights requirements form part of your business agreements and contracts?**

No, human rights requirements are not currently included as part of the Company's business agreements and contracts.

10. **Assessments for the year:**

	% of your plants and Offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	Nil. No assessments were conducted during the reporting year.
Forced/involuntary labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Others- please specify	

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

Not Applicable

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

During the financial year, the Company did not receive any Human Rights grievances requiring the modification/introduction of any business process.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

No human rights due diligence was conducted during the financial year.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   The Company is committed to providing a barrier-free environment for differently-abled visitors. Its premises are designed to be accessible, featuring facilities such as wheelchair-friendly ramps and lifts, thereby promoting inclusivity and ease of access for all.

4. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Nil
Discrimination at workplace	Nil
Child Labour	Nil
Forced Labour / Involuntary Labour	Nil
Wages	Nil

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**[8]

Parameter	FY 2025-26 (In Gigajoules)	FY 2024-25 (In Gigajoules)
From renewable sources		
Total electricity consumption (A)	0.00	0.00
Total fuel consumption (B)	0.00	0.00
Energy consumption through other sources (C)	0.00	0.00
Total Energy consumption from renewable sources (A+B+C)	0.00	0.00
From non-renewable sources		
Total electricity consumption (D)*	0.00	0.00
Total fuel consumption (E) **	0.00	0.00
Energy consumption through other sources (F)	0.00	0.00
Total Energy consumption from non-renewable sources (D+E+F)	0.00	0.00
Total energy consumed (A+B+C+D+E+F)	0.00	0.00
Energy intensity per rupee of turnover *(Total energy consumption/ Revenue from Operations) -GJ/Rs*	0.00	0.00

[8] The above calculations are in accordance with Part B, Attribute 3 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)[9] **(*Total energy consumed / Revenue from operations adjusted for PPP*) *-GJ/USD***		
Energy intensity in terms of physical output[10]**- GJ/Metric tonne**		
Energy intensity *(optional)* – GJ/Workforce		

*For purchased electricity, data from the Corporate Office (CO) has not been included since it is a leased property and electricity bills are not available.
Accordingly, only the Plant's electricity consumption has been considered for FY 2024–25 and FY 2025–26.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N): No

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

   Not Applicable as the Company does not come under PAT Scheme.

3. **Provide details of the following disclosures related to water, in the following format:**[11]

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		

[9] The above calculations are in accordance with Part A, Section 1(I) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[10] The above calculations are in accordance with Part A, Section 1(II) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[11] The above calculations are in accordance with Part B, Attribute 2 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

(i) Surface water	0.00	0.00
(ii) Groundwater	0.00	0.00
(iii) Third party water	0.00	0.00
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	0.00	0.00
Total volume of water consumption (*in kilolitres*) ^	0.00	0.00
Water intensity per rupee of turnover ***(Water consumed / Revenue from operations)*** - Kilolitres/Rs	0.00	0.00
Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)[12] ***(Total water consumption / Revenue from operations adjusted for PPP) - Kilolitres/USD***	0.00	0.00
Water intensity in terms of physical output[13]- Kilolitres /Metric tonne	0.00	0.00
Water intensity ***(optional) –*** **Kilolitres/Workforce**	0.00	0.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

4. **Provide the following details related to water discharged**

[12] The above calculations are in accordance with Part A, Section 1(I) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[13] The above calculations are in accordance with Part A, Section 1(I) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment	0.00	0.00
- With treatment – please specify level of treatment	0.00	0.00
(v) Others -	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres) ^	0.00	0.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   The Company currently does not have any mechanisms or systems in place for achieving Zero Liquid Discharge (ZLD).

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	At present, the Company has not instituted monitoring mechanisms for air emissions as specified by regulatory standards. Not Applicable		
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: **No**

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**[14]

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions **(Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) ***	Metric tonnes of CO2 equivalent	0.00	0.00
Total Scope 2 emissions[15] **(Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)****	Metric tonnes of CO2 equivalent	0.00	0.00
Total Scope 1 and Scope 2 emissions per rupee of turnover **(Total Scope 1**	Metric tonnes of CO2	0.00	0.00

[14] The above calculations are in accordance with Part B, Attribute 1 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[15] The above calculations as per the updated emission factors provided in the CO_2 Baseline Database for the Indian Power Sector – User Guide, Version 20.0, December 2024, published by the Central Electricity Authority, Ministry of Power, Government of India.

Parameter	Unit	FY 2025-26	FY 2024-25
and Scope 2 GHG emissions / Revenue from operations)	equivalent/ Rupees		
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP)[16] **(Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)**	Metric tonnes of CO2 equivalent/ USD	0.00	0.00
Total Scope 1 and Scope 2 emissions intensity in terms of physical output[17]	Metric tonnes of CO2 equivalent/ Metric tonnes	0.00	0.00
Total Scope 1 and Scope 2 emission intensity ***(optional)* – the relevant metric may be selected by the entity**	Metric tonnes of CO2 equivalent/ Workforce	0.00	0.00

*Scope 1 emissions are calculated based on the fuel consumed in operations and company-owned vehicles. The observed increase is attributable to higher fuel consumption during the reporting period. *(Please refer to the comment/note added in Essential indicator Question 1).*

**Scope 2 emissions are calculated based on the electricity consumed in operations. The observed increase is attributable to higher electricity consumption during the reporting period. *(Please refer to the comment/note added in Essential indicator Question 1).*

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

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[16] The above calculations are in accordance with Part A, Section 1(I) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[17] [17] The above calculations are in accordance with Part A, Section 1(II) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

During the reporting year, the Company did not undertake any specific projects aimed at reducing GHG emissions. Nevertheless, we remain committed to exploring and implementing innovative strategies to achieve this objective in the future.

9. Provide details related to waste management by the entity, in the following format:[18]

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste *(A)*	0.00	0.00
E-waste *(B)*	0.00	0.00
Bio-medical waste *(C)*	0.00	0.00
Construction and demolition waste *(D)*	0.00	0.00
Battery waste *(E)*	0.00	0.00
Radioactive waste *(F)*	0.00	0.00
Other Hazardous waste. *(G)* **– Drums containing bitumen**	0.00	0.00
Other Non-hazardous waste generated *(H)*.**- Kitchen waste**	0.00	0.00
*Total (**A**+**B** + **C** + **D** + **E** + **F** + **G** + **H**)*	0.00	0.00
Waste intensity per rupee of turnover **(Total waste generated / Revenue from operations) - Metric tonne/Rs**	0.00	0.00
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)[19] **(Total waste generated / Revenue from operations adjusted for PPP) - Metric tonne/USD**	0.00	0.00

[18] The above calculations are in accordance with Part B, Attribute 4 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[19] The above calculations are in accordance with Part A, Section 1(I) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

Parameter	FY 2025-26	FY 2024-25
Waste intensity in terms of physical output-[20]	0.00	0.00
Waste intensity (optional) – MT/Workforce	0.00	0.00
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste- Hazardous waste		
(i) Recycled	0.00	0.00
(ii) Re-used -	0.00	0.31
(iii) Other recovery operations	0.00	0.00
Total	0.00	0.31
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste **-** Hazardous waste and Non- Hazardous Waste		
(i) Incineration -	0.00	0.00
(ii) Landfilling – Kitchen waste	0.00	0.00
(iii) Other disposal operations- Re-conditioning of Drums and sold to Authorised Vendors	0.00	0.00
Total	0.00	0.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.-** During the year under review, the Company has not adopted any specific practices or initiatives for waste management, as the Company has not commenced its semiconductor manufacturing activities. The Company proposes to implement appropriate waste management practices in the near future, in line with the nature and scale of its operations and the applicable environmental laws and regulations.

[20] The above calculations are in accordance with Part A, Section 1(II) of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Types of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
The Company does not have any operations in ecologically sensitive regions.			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
The Company did not conduct any environmental impact assessment (EIA) for any of its projects in the current reporting period.					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Serial Number	Specify the law / regulation / guidelines	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such	Corrective taken, if any action

	which was not complied with		as pollution control boards or by courts	
There were no material non-compliances reported by the Company in Financial Year 2025-26.				

Leadership Indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): Not applicable**

   For each facility / plant located in areas of water stress, provide the following information:

   (i) **Name of the area-**

   (ii) **Nature of operations-**

   (iii) **Water withdrawal, consumption and discharge in the following format:**

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	Not Applicable, as the Company does not have any operations in areas of water stress.	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover ***(Water consumed / turnover)***		
Water intensity ***(optional)*** **– the relevant metric may be selected by the entity**		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment		

Parameter	FY 2025-26	FY 2024-25
- With treatment – please specify level of treatment	Not Applicable, as the Company does not have any operations in areas of water stress.	
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions* **(Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)**	Metric tonnes of CO_2 equivalent	0.00	0.00
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO_2 equivalent/ Rupees	0.00	0.00

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions per Workforce	Metric tonnes of CO2 equivalent/ Workforce	0.00	0.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   Not Applicable

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative undertaken	Details of the initiative *(Web-link, if any, may be provided along-with summary)*	Outcome of the initiative
The Company has not yet implemented specific initiatives or innovative technologies targeted at enhancing resource efficiency or reducing the impact of emissions, effluent discharge, or waste generation.			

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

   The Company currently does not have a business continuity and disaster management plan in place.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

   Not applicable, as the value chain partners are not being assessed.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.** Nil

8. **How many Green Credits have been generated or procured:**[21]
   a. By the listed entity - Nil
   b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners - Nil

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. **a) Number of affiliations with trade and industry chambers/ associations.**
   The Company is not affiliated with any trade or industry chambers/ associations.

b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
Not Applicable		

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities**

Name of authority	Brief of the case	Corrective active taken
Not Applicable		

Leadership Indicators

[21] The above disclosure is made as per the SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/42 dt. 28th March 2025.

SEMICONDUCTOR LIMITED

1. **Details of public policy positions advocated by the entity:**

Sr. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, If available
The Company did not engage in any public policy advocacy during the reporting year.					

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PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
Not Applicable					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No	Name of Project for which R&R is ongoing	State	District	No. pf Project Affected Families (PAFs)	5 of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Not Applicable						

3. **Describe the mechanisms to receive and redress grievances of the community.**

Aggrieved community members can raise their concerns by writing to gdtal2000@gmail.com and the Company takes adequate steps in a timely manner to resolve the grievance.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**[22]

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	0.00	0.00
Directly from within India	0.00	0.00

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**[23]

Location	FY 2025-26	FY 2024-25
Rural	0.00	0.00
Semi-Urban	0.00	0.00
Urban	0.00	0.00
Metropolitan	100	100

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
Not Applicable	

[22] The above calculations are in accordance with Part B, Attribute 7 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

[23] The above calculations are in accordance with Part B, Attribute 7 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No	State	Aspirational District	Amount spent (In INR)
During the year, the Company voluntarily contributed an amount of Rs. 7,75,000/- to Shri Giri Govardhan Trust located at Palghar towards activities relating to Animal welfare, Promoting education and Infrastructure development. These contributions were made as a responsible corporate citizenship and for the sustainable development. The Board believes that such initiatives contribute positively to society and reflect the Company's values of social responsibility and ethical business conduct.			

3. **(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   The Company currently does not have a preferential procurement policy.

   (b) From which marginalized /vulnerable groups do you procure?

   Not Applicable

   (c) What percentage of total procurement (by value) does it constitute?

   Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable since no benefits have been derived from the intellectual properties based on traditional knowledge.				

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective Action taken
Not Applicable as there has not been any adverse order in intellectual property related dispute wherein usage of traditional knowledge is involved.		

6. Details of beneficiaries of CSR Projects:

S. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1.	**Shri Giri Govardhan Trust**: This trust is engaged in human health activities, Animal welfare, Promoting education and Infrastructure development.	Cannot be ascertained	100.00

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**
   Consumers can submit their feedback and complaints to the company's official email ID at gdtal2000@gmail.com or by calling at the following telephone numbers: 9223400434. All complaints and feedback once received, are carefully reviewed by the Compliance Officer, who ensures that grievances are addressed in timely manner and appropriate actions to resolve any concerns.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Nil
Safe and responsible usage	Nil
Recycling and/or safe disposal	Nil

3. **Number of consumer complaints in respect of the following:**

	FY 2025-26		Remarks	FY 2024-25		Remarks
	Received during the Year	Pending resolution at end of year		Received during the Year	Pending resolution at end of year	
Data Privacy	00	00	NA	00	00	NA
Advertising	00	00	NA	00	00	NA
Cyber-security	00	00	NA	00	00	NA

Delivery of essential services	00	00	NA	00	00	NA
Restrictive Trade Practices	00	00	NA	00	00	NA
Unfair Trade Practices	00	00	NA	00	00	NA
Other	00	00	NA	00	00	NA

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy**

   The Company has implemented a Cyber Security and Data Privacy Policy to enhance its preparedness against cyber threats and to minimize exposure to related risks, thereby safeguarding its assets. The Policy requires compliance with both national and international cyber security standards to ensure the highest level of protection. Further critical data is stored on secured servers to prevent unauthorised access, use, disclosure, modification and disposal. This policy ensures the confidentiality and integrity of information related to employees, customers, third parties, and suppliers, which is systematically organized in protected folders.

   Web-link: https://gdtal.com/resource/Investors/Investors.aspx

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not Applicable

7. **Provide the following information relating to data breaches:**

   a. **Number of instances of data breaches:**

   Nil, there have not been any such instances during the reporting period.

   b. **Percentage of data breaches involving personally identifiable information of customers:** [24]

   Not applicable

   c. **Impact, if any, of the data breaches:**

   Not Applicable

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Comprehensive details and information about the products and services offered by the company are available on the official website at www.gdtal.com

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The company informs and educates consumers on the safe and responsible use of products by providing safety details with the products.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The company currently does not have a process in place to inform consumers of any risk of disruption or discontinuation of essential services.

[24] The above calculations are in accordance with Part B, Attribute 8 of the Industry Standards Note (December 2024) on the Business Responsibility and Sustainability Report (BRSR) Core, jointly issued by ASSOCHAM, CII, and FICCI, pursuant to Regulation 34(2) of the SEBI (LODR) Regulations, 2015, and as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

The product information is displayed in compliance with local laws and further details are available on the company's website. No consumer satisfaction survey is being conducted.

OUR APPROACH TO SUSTAINABLE DEVELOPMENT

SEMICONDUCTOR LIMITED

CODE OF CONDUCT DECLARATION

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

To,

The Members
RRP Semiconductor Limited
(Formerly Known as G D Trading & Agencies Limited)
Address: A396/397, TTC Industrial Area, Mahape,
Navi Mumbai, Thane -400710

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the affirmations provided by the Directors and Senior Management Personnel of the Company to whom Code of Conduct, it is declared that the Board of Directors and the Senior Management Personnel have complied with the Code of Conduct for the year ended **March 31, 2026.**

For RRP Semiconductor Limited
(Formerly known as G D Trading and Agencies Limited)

Sd/-
Manas Ranjan Palo
Managing Director
(DIN: 01933994)

Date: 13th August, 2026
Place: Mahape, Thane

SEMICONDUCTOR LIMITED

MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To,
The Board of Directors,
RRP Semiconductor Limited
(Formerly Known as G D Trading & Agencies Limited)
Address: A396/397, TTC Industrial Area, Mahape,
Navi Mumbai, Thane -400710

I, **Mr. Manas Ranjan Palo, Managing Director & Chief Financial Officer**, do hereby certify as follows:

A. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

2. 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. To the best of my knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

D. I have indicated to the Auditors and the Audit Committee:

1. Significant changes in internal control over financial reporting during the year;

2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For RRP Semiconductor Limited
(Formerly known as G D Trading and Agencies Limited)

Sd/-
Manas Ranjan Palo
(Managing Director & CFO)
DIN: 01933994

Date: 13th August, 2026
Place: Mahape, Thane

RRP SEMICONDUCTOR LIMITED

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,
RRP Semiconductor Limited
(Formerly Known as G. D. Trading and Agencies Limited)
A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RRP Semiconductor Limited** having CIN: L46521MH1980PLC022672 and having registered office at A396/397, TTC Industrial Area, Mahape, Thane, Maharashtra, India, 400710 produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of the Director	DIN	Date of appointment	Designation
1	Sejal Dattaram Yerapale	08544413	03/09/2022	Non-Executive-Independent Director
2	Manas Ranjan Palo	01933994	01/07/2025	Executive Director – Managing Director
3	Sumita Mishra	00207928	31/05/2025	Non-Executive Non-Independent Director
4	Ramesh Chandra Mishra	00206671	31/01/2024	Non-Executive Non-Independent Director
5	Nitin Arvind Oza	03198502	31/01/2024	Non-Executive-Independent Director
6	Sanghamitra Sarangi	08536750	31/01/2024	Non-Executive-Independent Director

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on this 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 M/s. Amarendra Mohapatra & Associates
Company Secretaries

Sd/-
Amarendra Mohapatra
Proprietor
M. No.: A26257
C P No.: 14901
PR No. 1880/2022
UDIN: A026257H000518091

Date: 29th May, 2026
Place: Bhubaneshwar

SEMICONDUCTOR LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of
RRP Semiconductor Ltd,

Report on the Audit of Financial Statements

OPINION

We have audited the accompanying Ind AS financial statements of **RRP Semiconductor Ltd**("hereinafter referred to as the Company") which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Sr. No	Key Audit Matters	Auditor's Response
1	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115	We assessed the Company's process to identify the impact of adoption of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: (i) Verification of Service contract Reversal with respect to, management representation / clarification and verification of GST Portal.

Information Other than the Financial Statements and Auditor's 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, 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.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
The Board of Directors is 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's

report to the related disclosures in the 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.

Other Matters

1. **Conformation of Balances of Sundry Debtor, Sundry creditor, Receivables and Payable:**

   In some case the Party conformation of their respective balances appearing in the financials are yet to be received. In the absence of conformation from the parties the balances have been considered as per the figures appearing in the books of accounts of the company.

2. **Matters related to Telecrown Infratech Pvt. Limited:**

   The company during the year has initiated IB proceedings against Telecrown Infratech Private Limited by issuing Form 3 under Rule 5(1)(a) under the Insolvency and Bankruptcy Code 2016 Vide dtd: 11-03-2026 for recovery of the amount deposited with M/s. Telecrown Infratech Pvt. Limited as Security deposit. The Company is holding a post-dated cheque of ₹12.00 crores from the M/s. Telecrown Infratech Private Limited against an earlier security deposit provided to such company.

3. **Exceptional market share price as compared to the Financials:**

   As already reported in our earlier Limited Review Reports, the market price of the Company's equity shares is not commensurate with its financial performance. The market price of the shares has not witnessed any significant movement during the period. Management has clarified that the Company does not have any control over the market price of its equity shares and that the same is determined by market forces.

4. **Loans & Advances in the Nature of Loan :**

   The company during the Financial Year 2024-25 had given advances amounting to Rs.1.14 Cr. in the nature of loan to RRP Electronics Limited. The said amount was paid by RRP Electronics Limited to the Company during the Financial Year 2025-26 . However, RRP Semiconductors Limited has received an advances in the nature of borrowing (With Interest) from RRP Electronics Limited and is having an outstanding amount of Rs.3.66 Cr. as on 31.03.2026.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit we report that:

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

   b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive income, statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e. On the basis of written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 A"** to this report.

   g. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended:

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

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

i. The Company has filed an appeal before honorable Security Appellate Tribunal (SAT) against the order revoking listing approval. The details are as follows:

The company issued 1,35,24,000 equity share by way of preferential allotment of shares on 31/05/2024 & 05/06/2024. BSE as per regulation 28 of SEBI (LODR), 2018 granted their in principle approval. The BSE on allotment of the shares by the company given their listing approval bearing letter no.: LOD/PREF/VK/FIP/475/2024-25 & LOD/PREF/VK/FIP/476/2024-25 dated 25/06/2024 and trading approval bearing letter no. LOD/PREF/SV/158/2024-2025 & LOD/PREF/SV/159/2024-2025 dated 16/07/2024.
BSE issued Show Cause Notice connected with the listing of 1,35,24,000 equity shares on the basis of their delisting notice against SHREE VINDHYA PAPER MILLS LIMITED where the company is corporate promoter shareholder. On 08/04/2025 BSE passed an order revoking listing approval dated 25/06/2024. Against this order the company filed an appeal before honorable Securities Appellate Tribunal (SAT) vide appeal No. 221 of 2025. The Honorable SAT passed interim order dated 02/05/2025 to maintain status quo on BSE Order.
The outcome of the above has yet to come. So we are unable to comment on the financial impact of the same.

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

iii. There has 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.

v. (a) The Company has not proposed any dividend during the previous financial year is in accordance with section 123 of the Act, as applicable.
(b) The Board of Directors of the Company have not proposed any dividend for the year which is subject to the approval of the members at the ensuring Annual General Meeting.

vi. The company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

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

For Pams & Associates,
Chartered Accountants
Firm Registration number: 316079E

Sd/-

CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN: 26063698MORXBN7798

Place: Bhubaneswar
Date: 29/05/2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of RRP Semiconductor Ltd 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 RRP Semiconductor Ltd ("the Company") as of March 31, 2026 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the company 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls 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 with reference to these financial statements 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 criteria for internal financial control over financial reporting 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 ICAI.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-

CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN: 26063698MORXBN7798

Place: Bhubaneswar
Date: 29/05/2026

SEMICONDUCTOR LIMITED

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of RRP Semiconductor Ltd of even date).

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

i. In respect of Company's Property, Plant and Equipment and Intangible Assets :

(a) The company has maintained proper records showing full particulars, including quantitative details and situation of the property, Plant and Equipment.

(b) The Company has no intangible assets. Therefore, sub-clause (b) of the provision of clause (i) of paragraph 3 of the Order is not applicable to the company.

(c) The company has a regular program of physical verification of its Property, Plant and Equipment (PPE) by which PPEs are verified in a phased manner by the Management through Internal Process during the year. In our opinion, this periodicity of physical verification is reasonable having regards to the size of company and the nature of its assets.

(d) Sub-clause (d) of the provision of clause (i) of paragraph 3 of the Order is not applicable to the company

(e) According to information and explanations given to us, the Company doesn't hold any benami property and therefore there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made there under.

ii. (a) The Company does not hold any inventory during the year. Accordingly, the reporting requirements under clause 3(ii)(a) of the order is not applicable.

(b) The company has not taken any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions at any point of time during the year on the basis of security of current assets.

iii. (a) According to the information and explanation given to us the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or Unsecured to companies, firms, limited liability partnership or any other parties. Hence reporting under clause 3(iii) (a) to (f) of the order is not applicable.

iv. According to the information and explanations given to us, there are no loans to which provisions of Section 185 is applicable hence the reporting under this clause is not applicable.

However, there are no loans, investments, guarantees and securities to which provisions of Section 186 of the Act is applicable and hence reporting under clause 3(iv) of the order is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable

vi. Maintenance of cost records has not been prescribed for the Company by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company.

vii. According to information and explanations given to us, in our opinion, the Company has generally been regular in depositing 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 any other statutory dues the appropriate authorities except in case of TDS which is outstanding for Rs.5.45 lacs as on the date of report.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authorities.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, hence the clause 3 (ix) (f) of the Order is not applicable to the Company.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placemnets of shares and convertible debentures during the year. Hence the reporting under clause 3(x)(b) of the order is not applicable.

However the Company has filed an appeal before honorable Security Appellate Tribunal (SAT) against the order revoking listing approval. The details are as follows:

The company issued 1,35,24,000 equity share by way of preferential allotment of shares on 31/05/2024 & 05/06/2024. BSE as per regulation 28 of SEBI (LODR), 2018 granted their in principle approval. The BSE on allotment of the shares by the company given their listing approval bearing letter no.: LOD/PREF/VK/FIP/475/2024-25 & LOD/PREF/VK/FIP/476/2024-25 dated 25/06/2024 and trading approval bearing letter no. LOD/PREF/SV/158/2024-2025 & LOD/PREF/SV/159/2024-2025 dated 16/07/2024.
BSE issued Show Cause Notice connected with the listing of 1,35,24,000 equity shares on the basis of their delisting notice against SHREE VINDHYA PAPER MILLS LIMITED where the company is corporate promoter shareholder. On 08/04/2025 BSE passed an order revoking listing approval dated 25/06/2024. Against this order the company filed an appeal before honorable Securities Appellate Tribunal (SAT) vide appeal No. 221 of 2025. The Honorable SAT passed interim order dated 02/05/2025 to maintain status quo on BSE Order.

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As explained to us the company has not received any whistle blower complaints during the year (and upto the date of this report). Management representation with regards to the same was obtained from the company. However, the procedure followed by the company in this regard is not adequate and needs improvement.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) (a), (b) and (c) of the Order is not applicable to the Company.

xiii. Based on our examination of books of accounts and as per information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company

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

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

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

xviii. There has been no resignation of the statutory auditor of the Company during the year.

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

xx. In respect to Corporate Social Responsibility:

During the said year the company has made CSR provisions in compliance to the Companies Act, and also the expenditure with respect to CSR has been done

Further:
In respect to Corporate Social Responsibility:

a. According to the information and explanations given to us, there has been no unspent amount in respect of other than ongoing projects during the year and

b. According to the information and explanations given to us, there has been no unspent amount in respect of ongoing projects during the year.

xxi. The reporting under clause 3(xxi) is not applicable to the Company, as the Company neither have its subsidiary Company nor it is a subsidiary of other Company.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-

CA Manoranjan Mishra

Partner

Membership Number: 063698

UDIN: 26063698MORXBN7798

Place: Bhubaneswar

Date: 29/05/2026

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
BALANCE SHEET AS AT 31ST MARCH 2026

(Rupees in Lakhs)

Particulars	Notes.	31-03-2026	31-03-2025
Non-Current Assets		-	-
a) Property, Plant and Equipment	3	0.40	-
Total Non Current Assets		0.40	-
Current Assets			
a) Financial Assets			
(i) Cash and Cash Equivalents	4	2.86	151.29
(ii) Trade Receivables	5	-	2,415.02
(iii) Other Financial Assets	6	1,307.57	1,345.94
(iv) Loans & Advances	7	134.10	119.79
b) Other Current Assets	8	180.02	-
Total Current Assets		1,624.55	4,032.04
TOTAL ASSETS		**1,624.94**	**4,032.04**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	9	1,401.90	1,412.40
b) Other Equity	10	(497.56)	278.11
Total equity		**904.34**	**1,690.51**
Liabilities			
(1) Non-Current Liabilities			
a) Long Term Borrowings	11	586.83	1,204.00
Total non-current liabilities		**586.83**	**1,204.00**
Current Liabilities			
a) Financial Liabilities			
(i) Trade Payables	12	61.04	780.78
b) Other current liabilities	13	13.91	56.75
c) Provisions	14	58.82	300.00
Total current liabilities		**133.77**	**1,137.53**
TOTAL EQUITY AND LIABILITIES		**1,624.94**	**4,032.04**

The accompaning notes are intergral part of these financial statements

In terms of our report attached
For PAMS & Associates
Chartered Accountants
Firm Regd. No. 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership No-063698

UDIN : 26063698MORXBN7798

Place - Mahape, Thane
Date : 29-05-2026

For and on behalf of the Board of Directors of
RRP Semiconductor Limited

Sd/-
Manas Ranjan Palo
Managing Director & CFO
(DIN - 01933994)

Sd/-
Ramesh Chandra Mishra
Director
(DIN- 00206671)

Sd/-
Sejal Nilesh Patel
Company Secretary
(Membership No: A75733)

Date: 29-05-2026

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026

(Rupees in Lakhs)

Particulars	Notes.	31-03-2026	31-03-2025
I INCOME			
Revenue from Operations	15	(682.14)	3,159.14
Other Incomes	16	9.00	35.98
TOTAL INCOME		**(673.15)**	3,195.13
II EXPENSES			
Purchases	17	-	1,946.82
Employee Benefit Expenses	18	8.32	9.82
Depreciation and Amortisation expenses	4	0.23	-
Finance Charges	19	58.77	22.70
Other Expenses	20	35.19	69.43
TOTAL EXPENSES		**102.52**	**2,048.76**
PROFIT (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		(775.67)	1,146.37
III. **EXCEPTIONAL ITEMS**		-	-
PROFIT (LOSS) BEFORE TAX		(775.67)	1,146.37
IV TAX EXPENSE			
(1) Current Tax		-	300.00
(2) Deferred Tax		-	-
(3) Short Provision for Income Tax of Earlier Year		-	-
TOTAL TAX EXPENSE		**-**	**300.00**
PROFIT (LOSS) FOR THE PERIOD		(775.67)	846.37
V OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to Profit or Loss		-	-
VI TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (IV+V) (Comprising Profit/Loss and Other Comprehensive Income for the period)		**(775.67)**	**846.37**
VII EARNINGS PER EQUITY SHARE OF RS 10 EACH (BASIC AND DILUTED)		(5.69)	6.21

The accompaning notes are intergral part of these financial statements

In terms of our report attached
For PAMS & Associates
Chartered Accountants
Firm Regd. No. 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership No-063698

UDIN : 26063698MORXBN7798

Place - Mahape, Thane
Date : 29-05-2026

For and on behalf of the Board of Directors of
RRP Semiconductor Limited

Sd/-
Manas Ranjan Palo
Managing Director & CFO
(DIN - 01933994)

Sd/-
Ramesh Chandra Mishra
Director
(DIN- 00206671)

Sd/-
Sejal Nilesh Patel
Company Secretary
(Membership No: A75733)

Date: 29-05-2026

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2026

(Rupees in Lakhs)

Particulars	Note No.	For the Year ended 31st March 2026	For the Year ended 31st March 2025
Cash flow from operating activities			
Net Profit before Tax		(775.67)	1,146.37
Discontinued operations		-	-
Profit before income tax including discontinued operations		(775.67)	1,146.37
Adjustments for			
Depreciation and amortisation expense		0.23	-
Operating Profit before Working Capital Changes		**(775.43)**	**1,146.37**
(Increase)/decrease in other Trade Receivable		2,415.02	(2,377.02)
Increase/(decrease) in other financials assets		38.38	(1,345.94)
Increase/(decrease) in trade payables		(719.74)	761.74
Increase/(decrease) in other current liabilties		(42.84)	55.49
(Increase)/decrease in other current assets		(180.02)	-
Cash used in operations		**1,510.79**	**(2,905.74)**
Income taxes paid		241.18	-
Net cash used operating activities		**1,269.62**	**(2,905.74)**
Cash flows from investing activities			
Capital expenditure on fixed assets, including capital advances		(0.63)	-
Loans and advances given		(14.31)	(118.94)
Sale of asset under work in progress		-	-
Net cash used in investing activities		**(14.94)**	**(118.94)**
Cash flow from financing activities		-	-
Proceeds from fresh issue of capital		(10.50)	1,622.88
Increase/(decrease) in Long Term Borrowings		(617.17)	403.72
Net cash generated from financing activities		**(627.67)**	**2,026.60**
Net increase / (decrease) in cash and cash equivalents		(148.42)	148.29
Cash and cash equivalents at the beginning of the year		151.29	3.00
Cash and cash equivalents at end of the year		**2.86**	**151.29**

In terms of our report attached
For PAMS & Associates
Chartered Accountants
Firm Regd. No. 316079E

For and on behalf of the Board of Directors of
RRP Semiconductor Limited

Sd/-
CA Manoranjan Mishra
Partner
Membership No-063698

UDIN : 26063698MORXBN7798

Place - Mahape, Thane
Date : 29-05-2026

Sd/-
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Sd/-
Ramesh Chandra Mishra
Director
(DIN- 00206671)

Sd/-
Sejal Nilesh Patel
Company Secretary
(Membership No: A75733)

Date: 29-05-2026

RRP SEMICONDUCTOR LIMITED

(CIN : L46521MH1980PLC022672)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2026

Note 9 (Rupees in Lakhs)

A. EQUITY SHARE CAPITAL	31-03-2026		31-03-2025	
	No.	Amount	No.	Amount
Authorised Share Capital				
2,95,00,000 Equity shares of Rs. 10 each	2,95,00,000	2,950.00	2,95,00,000	2,950.00
50,000 Preference shares of Rs. 100 each	50,000	50.00	50,000	50.00
Issued Subscribed and Paid-up Share Capital				
1,36,24,000 Equity shares of Rs. 10 each	1,36,24,000	1,362.40	1,36,24,000	1,362.40
50,000 Preference shares of Rs. 100 each	39,500	39.50	50,000	50.00
	1,36,63,500	**1,401.90**	**1,36,74,000**	**1,412.40**

a.) Terms/Rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per equity share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b.) Shares in the Company held by each shareholder holding more than five per cent shares

Name of the Shareholder	31-03-2026		31-03-2025	
	No.	%	No.	%
Ira Mishra	-	0.00%	-	74.50%
Rajendra Kamalakant Chodankar*	1,01,50,000.00	74.50%	1,01,50,000.00	0.00%
Total	**1,01,50,000.00**	**74.50%**	**1,01,50,000.00**	**74.50%**

**Allotment of shares is under dispute with SEBI*

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders

c) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

d) There is no dividend paid or proposed during the year and during the previous year.

d) No additional shares were allotted as fully paid up by way of bonus shares or pursuant to contract without payment being received in cash during the period. Further, none of the shares were bought back by the Company during the period.

Reconciliation of Shares outstanding at the beginning and at the end of the year

EQUITY SHARE CAPITAL	For the year ended March 2026	For the year ended March 2025
Number of Shares at the beginning of the year	1,36,24,000	1,00,000
Add: Shares Issued	-	1,35,24,000
Less: Shares Forefeited	-	-
Number of Shares at the end of the year	1,36,24,000	1,36,24,000
PREFERENCE SHARE CAPITAL	**For the year ended March 2026**	**For the year ended March 2025**
Number of Shares at the beginning of the year	50,000	50,000
Add: Shares Issued	-	-
Less: Shares Forefeited	10,500	-
Number of Shares at the end of the year	39,500	50,000

Note 10 (Rupees in Lakhs)

B. OTHER EQUITY

	As at 31st March 2026	As at 31st March 2025
Retained earnings	278.11	(838.74)
Profit/(Loss) for the year	(775.67)	846.37
Securities premium		270.48
Share Options Outstanding Account	-	-
Total Other Equity	(497.56)	278.11

Note - 3 Property, Plant and Equipments (₹ in lakhs)

A Tangible assets	Gross block									
	Balance as at 1st April, 2024	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange	Borrowing cost capitalised	Other adjustments	Balance as at 31st March, 2025
Computers	-	0.63	-	-	-	-	-	-	-	0.63
Total	**-**	**0.63**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0.63**
Previous year										
Computers	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note - 4 Property, Plant and Equipments (contd…)

A Tangible assets	Accumulated depreciation and impairment								Net block	
	Balance as at 1st April, 2025	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassificatio n as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit and	Other adjustments	Accumulated Depreciation as at 31st March, 2026	Balance as at 31st March, 2026	Balance as at 31st March, 2025
Computers	-	0.23	-	-	-	-	-	0.23	0.40	-
Total	**-**	**0.23**	**-**	**-**	**-**	**-**	**-**	**0.23**	**0.40**	**-**
Previous year										
Computers	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2026

Note 4
Cash and Cash Equivalents

Patriculars	31-03-2026	31-03-2025
Balances with Banks		
Cash on hand (Certified by Management)	0.09	0.09
In current accounts	2.78	151.20
Total	**2.86**	**151.29**

Note 5
Trade Receivables

Patriculars	31-03-2026	31-03-2025
Trade Receivables considered good - secured	-	-
Trade Receivables considered good - unsecured	-	2,415.02
Total	**-**	**2,415.02**

RRP SEMICONDUCTOR LIMITED
NOTES TO FINANCIAL STATEMENTS

Trade Receivables ageing schedule
As at 31 March 2026

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	-	-	-	-	-	-	-
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good							
Disputed trade receivables - which have significant increase in credit risk							
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-

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Trade Receivables ageing schedule
As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	-	2,415	-	-	-	-	2,415
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2026

Note 6
Other Financial Assets

Patriculars	31-03-2026	31-03-2025
Advance to vendors	107.32	145.69
Deposits	1,200.25	1,200.25
Total	**1,307.57**	**1,345.94**

Note 7
Loans & Advances

Patriculars	31-03-2026	31-03-2025
Loans and Advances	134.10	119.79
Total	**134.10**	**119.79**

Note 8
Other Current Assets

Patriculars	31-03-2026	31-03-2025
ECL balance on GST Portal	180.02	-
Total	**180.02**	**-**

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2026

(Rupees in Lakhs)

Note 11
Non-Current Liabilities
a) Long Term Borrowings

Particulars	31-03-2026	31-03-2025
Unsecured		
Loan from related Concerns (Companies)	206.33	908.57
Loan From Others	365.76	295.33
Loan from CEO & CFO (KMP)	14.75	0.10
Total	**586.83**	**1,204.00**

Note 12
Trade Payables

Particulars	31-03-2026	31-03-2025
Total outstanding dues of MSME	-	428.02
Total outstanding dues of creditors other than MSME*	61.04	352.75
Total	**61.04**	**780.78**

RRP SEMICONDUCTOR LIMITED
NOTES TO FINANCIAL STATEMENTS

Trade Payables ageing schedule
As at 31 March 2026

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Payables not due	Less than 1 year	1-2 Years	2-3 years	More than 3 year	Total
MSME	-	-		-	-	-	-
Others	-	-	6.07	54.96	-	-	61.04
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

Trade Payables ageing schedule
As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Payables not due	Less than 1 year	1-2 Years	2-3 years	More than 3 year	Total
MSME	-	-	428.02	-	-	-	428.02
Others	-	-	334.25	18.50	-	-	352.75
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

DUES TO MICRO AND SMALL ENTERPRISES

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

Note 13
Other Current Liabilities

Particulars	31-03-2026	31-03-2025
Statutory Dues	6.21	56.75
Advance from Customer	7.70	-
Total	**13.91**	**56.75**

Note 14
Provisions

Particulars	31-03-2026	31-03-2025
Provisions for Tax	58.82	300.00
Total	**58.82**	**300.00**

RRP SEMICONDUCTOR LIMITED
(CIN : L46521MH1980PLC022672)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2026

(Rupees in Lakhs)

Note 15
Sales

Particulars	31-03-2026	31-03-2025
Revenue from Operations	(682.14)	3,159.14
Total	(682.14)	**3,159.14**

Note 16
Other Incomes

Particulars	31-03-2026	31-03-2025
Interest income	9.00	35.96
Other Income	-	0.03
Total	9.00	**35.98**

Note 17
Purchases

Particulars	31-03-2026	31-03-2025
Purchases	-	1,946.82
Total	-	**1,946.82**

Note 18
Employee Benefit Expenses

Particulars	31-03-2026	31-03-2025
Salary, Bonus, Ex-Gratia	8.32	9.82
Total	**8.32**	**9.82**

Note 19
Finance Charges

Particulars	31-03-2026	31-03-2025
Interest Expense	58.77	22.70
Total	**58.77**	**22.70**

Note 20
Other Expenses

Particulars	31-03-2026	31-03-2025
Annual Listing Fees	3.25	6.25
Bank Charges	0.00	0.02
Outsourced manpower services	-	15.48
Professional fees	14.30	9.11
ROC fees	-	28.19
Rent expenses	1.20	1.00
Depositary charges	0.69	1.51
SEBI fees	-	1.00
CSR Expenses	7.75	
Misc. Expenses	6.51	4.98
Auditor's Remuneration:		
(i) Auditor Fees	1.50	1.89
(ii) Other expenses	-	-
Total	**35.19**	**69.43**

(Rs. in Lakhs)

19 Contingent Liabilities and Capital Commitment

a) (i) There is no contingent liabilities as at 31st March, 2026.

(ii) **Capital Commitments**

There is no capital commitments as at 31st March, 2026.

b) BSE withdrew listing approval vide order dated 08.04.2025 for 1,35,24,000 equity shares to promoter and non promoter shareholders. The Company has preferred an appeal against the said order before the Hon'ble Securities Appellate Tribunal (SAT). The appeal is presently pending adjudication, and the matter is sub judice.

20 Deferred Tax Asset / Liability

There are no Deferred Tax asset / liability to be recognised for the company as on 31st March 2026

21 Earnings Per Share:

	31-03-2026	**31-03-2025**
Profit / (Loss) attributable to Equity Shareholders	(7,75,66,658)	8,46,36,578
Weighted average number of equity shares used in	1,36,24,000	1,36,24,000
Basic Profit / Loss per share (in Rs.)	(5.69)	6.21

As per provisions of Ind AS 33, calculation of diluted earnings per share should not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share, therefore:

22 Related Party Disclosure:

Parties which significantly influence / are influenced by the company (either individually or with others) -

(i)

	Key Management Personnel (as on 31st March 2026)	Designation
a	Ms. Sejal Dattaram Yerapale	Director
b	Mr. Ramesh Chandra Mishra	Additional Director
c	Mr. Nitin Arvind Oza	Additional Director
d	Miss Asha Pal	Company Secretary (Till 10th Feb 2025)
e	Mr. Sanghmitra Sarangi	Additional Director
f	Mrs. Sumita Mishra	Managing Director
g	Miss Sejal Nilesh Patel	Company Secretary

(ii) Other related parties (as on 31st March 2026)

a RRP Drones Innovation Pvt Ltd
b Ira Aarna Securities Services Pvt Ltd
c RRP S4E Innovation Limited
d RRP Electronics Ltd

RRP SEMICONDUCTOR LIMITED

(CIN : L46521MH1980PLC022672)

Notes to the Financial Statements as at 31-03-2026

Note:- Related party transaction during the period ended on 31.03.2026

	31-03-2026 Rs.	31-03-2025 Rs.
Loans Taken (Including All Credits)		
Ira Aarna Securities Services Pvt Ltd	-	26.99
RRP Drones Innovation Pvt Ltd	-	850.00
RRP Electronics Ltd	869.44	
Loans Repaid (Including all debits)		
Aris International Ltd	-	38.30
RRP Drones Innovation Pvt Ltd	892.09	0.84
Ira Aarna Online Paintings Pvt Ltd	-	25.00
Ira Aarna Securities Services Pvt Ltd	28.42	-
RRP Electronics Ltd	525.46	
Balances in Loan Accounts (Credit)		
RRP Drones Innovation Pvt Ltd	-	857.58
Ira Aarna Securities Services Pvt Ltd	-	26.99
RRP Electronics Ltd	365.76	-
Loan Given (Including All Debits)		
RRP Electronics Ltd	50.00	634.90
RRP Drones Innovation Pvt Ltd	18.79	-
Loan Repayment Received (Including All Credits)		
RRP Electronics Ltd	165.18	556.23
RRP Drones Innovation Pvt Ltd	0.05	-
Balances in Loan Accounts (Debit)		
RRP Electronics Ltd	-	114.19
RRP Drones Innovation Pvt Ltd	19.23	-
Deposits (Debit)		
RRP S4E Innovation Limited	0.25	0.25
Purchase of goods or services (Credit)		
RRP S4E Innovation Limited	1.20	1.00
RRP Electronics Ltd	-	15.48
Interest paid on loan (Debit)		
RRP Drones Innovation Pvt Ltd	34.51	8.42
Ira Aarna Securities Services Pvt Ltd	1.42	1.10
RRP Electronics Ltd	21.78	-
Interest received on loan (Credit)		
RRP Electronics Ltd	1.00	35.52
RRP Drones Innovation Pvt Ltd	0.48	-
Trade Payables (Credit)		
RRP S4E Innovation Limited	1.42	1.43
RRP Electronics Ltd	-	16.72

2	**Key Management Personnel**		
	Loans Taken (Including All Credits)		
	Ramesh Mishra	97.09	206.98
	Loans Repaid (Including all debits)		
	Ramesh Mishra	82.44	207.88
	Balances in Loan Accounts (Credit)		
	Ramesh Mishra	14.75	0.10
	Director Remuneration		
	Nitin Oza	0.95	1.15
	Sanghmitra Sarangi	0.95	1.15
	Sejal Dutt	0.50	0.65
	Sumita Mishra	-	4.50
	Ramesh Mishra	0.90	-
	Salaries paid		
	Asha Pal	-	2.40
	Sejal Patel	3.88	0.80

Capital Risk Management

The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholder value. To achieve this objective, the Company may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

23 i. Non-current assets

All non-current assets, if any, of the company are located in India.

ii Going Concern-

The annual financial statement have been prepared on the basis of accounting policies applicable to a going concern.

iii Events after the reporting period-

There are no events after the balance sheet date that require disclosure except as follows:

The Company has entered into a sub-contract agreement for supply and Installation of solar panels with M/s. Telecrown Infratech Pvt Ltd (the 'Principal Contractor"). Accordingly, in the quarter ended 31st December 2024, there were a work execution of Rs. 14.82 Crores + Taxes. Due to contractual disagreements company has decided not to execute further order. And company has decided reverse part of revenue booked quarter ended 31st December 2024.

However, the Company has already spent Rs. 3.72 Crores + Taxes for site preparation and other contractual requirement. Further, there was purchase of necessary material from M/s Total Solar Technologies Pvt Ltd amounting to Rs. 5.2 Crores + Taxes. However the Company has returned and reversed such purchase of material from M/s Total Solar Technologies Pvt Ltd.

The Company till the satisfactory resolution of the commercial issues with the Principal Contractor decides to reverse revenue upto Rs. 8 Crores + taxes and will continue to attempt to recover balance amount from the Principal contractor which would recover actual cost incurred by the Company and amount of time, resources and efforts spent by the Company.

iv Change in shareholding by more than 50% -

74.5% shareholding of the company was changed during the previous year.

24 **Additional Regulatory Information**

Pursuant to Division I of Schedule III - Additional Regulatory Information, requires to provide following Ratios to be disclosed

Ratio	Numerator	Denominator	As at March 31 2026	As at March 31 2025	Change	Reason (for more than 25% change)
(a) Current ratio	Current assets	Current liabilities	12.14	3.54	243%	Increase is due to a reduction in current liabilities during the year
(b) Debt-equity ratio	Borrowings	Total Equity	0.65	0.71	-9%	Decrease is due to the decrease in the borrowings during the year
(c) Debt service coverage ratio	Net operating income	Debt Service	(1.11)	0.95	-217%	Decrease is due to the decrease in the net operating income during the year
(d) Return on equity ratio	Profit/(Loss) after tax	Total Equity	-86%	50%	271%	Decrease is due to the loss during the year
(e) Inventory turnover ratio	Cost of Goods sold	Average Inventory of Coal	NA	NA	NA	NA
(f) Trade receivables turnover ratio	Revenue from operation	Average Trade receivable	(0.14)	0.65	-122%	Decrease is due to decrease in revenue from operations during the year
(g) Trade payables turnover ratio	Total purchases	Average Accounts Payable	-	1.22	-100%	No purchase during the year
(h) Net capital turnover ratio	Net Sales	Working Capital	(0.46)	1.09	-142%	Decrease is due to decrease in net sales during the year
(i) Net profit ratio	Profit after tax	Total Revenue	114%	27%	-324%	Decrease in profit after tax during the year
(j) Return on capital employed	Profit before Interest and Tax	Capital Employed	-48%	40%	-220%	Decrease ud due to loss during the year
(k) Return on investment	Dividend Income and profit on sale of investments	Average investment in treasury funds	NA	NA	NA	NA

Note 25 **Additional regulatory information required by Schedule III of Companies Act, 2013**

(i) **Details of Benami property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii)
a) **Utilisation of Borrowed funds and share premium:** The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

b) (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

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

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, the company shall disclose the following:-

(iii) **Compliance with approved scheme(s) of arrangements:** The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(iv) **Undisclosed income:** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account

(v) There is no loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties during the year except as disclosed in the related party transactions schedules and the same are given for the purpose of business.

(vi) **Compliance with number of layers of companies:** Clause not applicable due to no layer of companies held by company.

Note 25 **Additional regulatory information required by Schedule III of Companies Act, 2013**

(vii) The Company has not been declared as a Wilful Defaulter by any bank or financial institution or government or any government authority

(viii) **Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:-** No such borrowing taken by company from bank or financial institutions on the basis of security of current assets

(ix) **Details of crypto currency or virtual currency:** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year

(x) There are no immovable properties possessed by the Company.

(xi) The figures have been rounded off to the nearest lakhs of rupees upto two decimal places. The figure 0.00 wherever stated represents value less than Rs. 1,000/-.

(xii) The Company does not have any transactions with struck-off companies.

(xiii) Note No.1 to 25 form integral part of the Standalone Balance Sheet and Standalone Statement of Profit and Loss

For PAMS & Associates **Chartered Accountants** **Firm Regd. No. 316079E**	**For and on behalf of the Board of Directors of** **RRP Semiconductor Limited**	
Sd/- **CA Manoranjan Mishra** **Partner** **Membership No-063698**	**Sd/-** **Manas Ranjan Palo** **Managing Director & CFO** **(DIN - 01933994)**	**Sd/-** **Ramesh Chandra Mishra** **(DIN- 00206671)** **Director** -
UDIN : 26063698MORXBN7798 **s**		
Place - Mahape, Thane **Date : 29-05-2026**	**Sd/-** **Sejal Nilesh Patel** **Company Secretary** **(Membership No: A75733)** **Date: 29-05-2026**	

Note 25 Additional regulatory information required by Schedule III of Companies Act, 2013

Trade Receivables ageing schedule
As at 31 March 2026

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	-	-	-	-	-	-	-
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good							
Disputed trade receivables – which have significant increase in credit risk							
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

Trade Receivables ageing schedule
As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables – considered good	-	2,415	-	-	-	-	2,415
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-

Trade Payables ageing schedule
As at 31 March 2026

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Payables not due	Less than 1 year	1-2 Years	2-3 years	More than 3 year	Total
MSME	-	-		-	-	-	-
Others	-	-	6.07	54.96	-	-	61.04
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

Trade Payables ageing schedule
As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						
	Unbilled dues	Payables not due	Less than 1 year	1-2 Years	2-3 years	More than 3 year	Total
MSME	-	-	428.02	-	-	-	428.02
Others	-	-	334.25	18.50	-	-	352.75
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

RRP SEMICONDUCTOR LIMITED

RRP SEMICONDUCTOR LIMITED

Material Accounting policies and explanatory notes to the financial statements

Note 1 – Accounting Policies under Ind AS

1. Corporate information:

RRP Semiconductor Limited is a Public company incorporated on 28th May, 1980 under Companies Act 1956. The Registered Office of the Company is situated at A396/397, TTC Industrial Area, Mahape, Thane 400710 . Its shares are listed on BSE (BSE Limited). The Company is currently engaged in business of trading of structural designs and materials related to semi-conductor and related industries.

2. Basis of preparation of financial statements:

a. These financial statements are the separate financial statements of the Company prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

b. Basis of Preparation:

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standard) (Amendment) Rules, 2016. These financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below.

The financial statements correspond to the classification provisions contained in Ind AS 101, "Presentation of Financial Statements". For clarity, various items are aggregated in the statement of profit and loss, balance sheet, statement of changes in equity and statement of cash flows. These items are disaggregated separately in the Notes to the financial statements, where applicable. The financial statements of the Company present separately each material class of similar items and items of a dissimilar nature or function. The financial statements do not provide disclosures where the information resulting from that disclosure is not material. However, the financial statements provide disclosures of all items required by law even if the information resulting from that disclosure is considered to be not material.

c. **Current versus non-current classification**

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

A. An assets treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after a reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after a reporting period.

All other assets are classified as non-current.

B. Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

C. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

D. **Use of Estimates and judgment**

In the application of accounting policy, the management is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

i. Property, Plant and Equipment:
Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

ii. Income Taxes:

Significant judgement is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iii. Impairment of Non-financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is higher of assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. Where carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

iv. Impairment of Financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

3. **Summary of Significant Accounting Policies**

i. **Provisions, contingent liabilities, contingent assets:**

Provisions are recognised when the Company has a present or constructive obligation as a result of past events, when it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate. When the Company expects some or all of the provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

Where effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial information. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company. The Company does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

ii. **Share Capital and share premium:**

Ordinary Shares

Proceeds from issuance of ordinary shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

Preference Shares

Proceeds from issuance of preference shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the preference share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

iii. **Cash Flows and Cash and Cash Equivalents:**

Statement of cash is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents

includes cash on hand, cheques and drafts on hand, deposits held with banks, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, book over drafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

iv. **Revenue recognition:**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before the revenue is recognised.

v. **Employee benefits:**

Short term employee benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the year in which the associated services are rendered by employees. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

vi. **Income tax:**

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised directly in equity or in other comprehensive income.

Current Income Tax:

Current tax includes provision for Income Tax computed under special provision (i.e. Minimum Alternate Tax) or normal provision of Income Tax Act provisions. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the basis of estimated taxable Income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future. Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered. The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to the income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis. Company have not recognised Deferred tax Assets due to no expectation of recovery of loss.

vii. **Earnings per Share:**

Basic Earnings per share is computed by dividing the profit from continuing operations and total profits, both attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

viii. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

ix. **Fair value Measurement:**

Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or 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. A Fair value measurement of a non-financial asset takes in to account a market participants ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1 – Quoted (Unadjusted) market prices and active market for identical assets and liabilities

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

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

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

x. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a. **Financial assets:**

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial Assets other than investment in subsidiaries

Financial assets of the Company comprise trade receivables. Cash and cash equivalents, bank balances, investment in equity shares of Companies other than in subsidiaries, investment other than in equity shares, loans / advances to employees / related parties / others, security deposit, claims recoverable etc.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognised in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

Financial assets measured at amortised cost

Financial assets are measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortised using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument by instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

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

Any financial asset that does not meet the criteria for classification as at amortised cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds receivables.

Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income (FVTOCI)

  ECL is measured through a loss allowance on a following basis:-
- The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

b. Financial liabilities and equity instruments:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

The Company's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

Initial Recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the "Expenditure Attributable to Construction" if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

Subsequent measurement

Subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial Liabilities classified at Amortised Cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective

Interest Rate. Interest expense that is not capitalised as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair value through profit and loss (FVTPL)

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and net amount is reported if there is currently enforceable legal right to offset the recognised amounts and there is intention to settle on a net basis, to realise assets and settle the liabilities simultaneously.

For RRP Semiconductor Limited
(Formerly known as G D Trading and Agencies Limited)

Sd/-
Manas Ranjan Palo
Managing Director
(DIN: 01933994)

Date: 29th May, 2026
Place: Mahape, Thane