# KLG CAPITAL SERVICES LIMITED

## 32nd ANNUAL REPORT

## 2025 - 2026

**ANNUAL GENERAL MEETING**

**Date :** December 10, 2026

**Day :** Thursday

**Time :** 14:00 Hours

**Place:** Kilachand Conference Room,
IMC Bldg., IMC Marg,
Churchgate, Mumbai - 400 020.

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**BOARD OF DIRECTORS**

| | |
|---|---|
| 1. Mr. Chintan Chheda | Director |
| 2. Mr. Rakesh Bajaj | Independent Director |
| 3. *Mrs. Heeral Mandani | Independent Woman Director |
| 4. **Mr. Jigar Mehta | Independent Director |
| 5. **Mrs. Neha Gandhi | Women Director |
| 6. ***Mr. V. Ramanan | Non-Independent Director |

*Ceased w.e.f. May 30, 2025.

** Appointed w.e.f. August 14, 2025

*** Appointed w.e.f May 30, 2025.

*** Ceased w.e.f. September 04, 2025.

**MANAGER**
Mr. Akhilesh Kumar

**CHIEF FINANCIAL OFFICER**
Mr. Akhilesh Kumar

**REGISTERED AND CORPORATE OFFICE**
SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023
CIN : L67120MH1994PLC218169
Phone : 022-66199000
Fax : 022-22696024
Email : company.secretary@klgcapital.com
Website : www.klgcapital.com

**STATUTORY AUDITORS**
M/s. Bharat Shah & Associates
Chartered Accountant,
Mumbai

**REGISTRAR AND SHARE TRANSFER AGENTS**
MUFG (Link) Intime India Private Limited 44,
Community Centre, 2nd Floor,
Naraina Industrial Area, Phase 1,
Near PVR, Naraina,
New Delhi-110 028
PH: +91-11-41410592-94
Fax: +91-11-41410591
Email: delhi@linkintime.com

**BANKERS**
HDFC Bank Limited
Central Bank of India
Kotak Mahindra Bank

## NOTICE

**NOTICE** is hereby given that the 32nd Annual General Meeting ('AGM') of the Members of KLG Capital Services Limited ('Company') will be held on Thursday, December 10, 2026 at 14:00 Hours at Kilachand Conference Room, 2nd Floor, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020 to transact the following business:

**ORDINARY BUSINESS:**

(i) To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

(ii) To appoint a Director in place of Mrs. Neha Gandhi (DIN: 00134855), who retires by rotation and being eligible, offers herself for re-appointment.

(iii) Appointment of Statutory Auditors of the Company and fix their remuneration.

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

"**Resolved That** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee, M/s JMT & Associates, Chartered Accountants (Firm Registration No. 104167W) be and is hereby appointed as the Statutory Auditors of the Company to hold office for the first term for the period of 2 (two) years from the conclusion of this 32nd Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2028, at such remuneration as shall be fixed by the Board of Directors in consultation with the Statutory Auditors.

**Resolved Further That** the Board of Directors or Key Managerial Personnel (KMP) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and agreements as may be required for giving effect to this resolution."

**Special BUSINESS:**

(iv) Re-appointment of Mr. Akhilesh Kumar as a Manager of the Company.

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

**"Resolved That** pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 ('Act') and the rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to consents and permission from regulatory authorities as may be necessary, consent of the shareholders of the Company be and is hereby accorded for appointment of Mr. Akhilesh Kumar as a Manager of the Company for the period of 2 (two) years w.e.f. November 10, 2026 and upon the terms and conditions attached to the annexure of notice including remuneration with further liberty to the Board of Directors of the Company from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Akhilesh Kumar in the best interests of the Company.

**Resolved Further That** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

**Registered Office**
SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023
**Tel**: +91-22-66199000, **Fax**: +91-22-22696024
**CIN**: L67120MH1994PLC218169
**Website**: www.klgcapital.com
**E-mail**: company.secretary@klgcapital.com

**By Order of the Board of Directors**
**For KLG Capital Services Limited**

**Akhilesh Kumar**
**Manager**

**Place :** Mumbai
**Date :** November 06, 2026

**NOTES:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business to be transacted at the 32nd Annual General Meeting ('AGM'),and the details, as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and Secretarial Standards by the Institute of Company Secretaries of India, of person seeking appointment/reappointment as Director and Auditor under Item No. 2, 3, 4 of the Notice, is annexed thereto.

2. **Proxy**

   a. **A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/herself and the proxy(ies) so appointed need not be a member of the company. Proxy(ies) in order to be effective, must be received at the company's registered office not less than 48 hours before the commencement of the meeting. Only duly completed, signed and stamped proxy will be considered valid. A proxy form is attached herewith.**

   b. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company carrying voting rights, he/she may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.

   c. Every member shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the AGM and ending with conclusion of the AGM, to inspect at the Registered Office of the Company the proxies lodged, at any time between 10:00 hours and 18:00 hours, in terms of SS-2, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.

3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the AGM.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports along with their duly filled in Attendance Slips attached herewith for attending the AGM.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, December 04, 2026 to Thursday, December 10, 2026, both days inclusive, for the purpose of the AGM of the Company.

7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the AGM.

8. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days in advance of the AGM so that the information required can be made readily available at the AGM.

9. The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios. Members are requested to a quote the Ledger Folio or Client ID and DP ID Numbers in all communications with the Company/RTA.

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company in electronic form. Kindly note that even after registering for e-communication, Members are entitled to receive such communication in physical form by permitted mode, free of cost, upon making a request for the same. For any such communication, the Members may also send requests to the Company's investor email id: company.secretary@klgcapital.com

11. Copies of the Annual Report for FY 2025-26 including therein the Notice of the 32nd AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, November 06, 2026. However, if such a person is not a Member on the cut-off date of Thursday, December 03, 2026; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is available for download from the website of the Company i.e.www.klgcapital.com

12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 11:00 hours to 13:00 hours on all working days, except Saturdays, up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.

13. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

14. The brief profile of the Directors seeking re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form.

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

17. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its RTA for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by MCA dated April 13, 2020 & May 05, 2020 respectively. The process for registration of email addresses is as under: Pursuant to the aforesaid Circular issued by MCA, shareholders who have not registered their email address may contact Company's RTA, MUFG Intime India Private Limited (formally known as Link Intime India Pvt. Ltd) at delhi@linkintime.co.in and also to Company at company.secretary@klgcapital.com.

18. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA i.e MUFG Intime India Private Limited (formally known as Link Intime India Pvt. Ltd), for assistance in this regard.

19. Members should notify the changes in their address immediately to the RTA of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in Dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with cancelled cheque or other acceptable Bank Account proof.

    The instructions for remote e-voting are detailed hereunder:-

    (i) The voting period begins on Monday, 07 December, 2026 at 09:00 hours and ends on Wednesday, 09 December, 2026 at 17:00 hours. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, December 03, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The Members should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders/Members

    (iv) Now Enter your User ID:

    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

(vii) If you are a first time user, follow the steps given below:

| | |
|---|---|
| PAN | **For Members holding shares in Demat Form and Physical Form** |
| | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details<br>**OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

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

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

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number (EVSN: 261112015) of KLG Capital Services Limited.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Members & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contactEmail id: helpdesk.evoting@cdslindia.com , Phone number: 1800-21-09911.

In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they shall follow the procedure stated therein or may obtain the User ID and Password/Sequence Number by sending a request to RTA at delhi@linkintime.co.in.

In case, if the Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same. The voting rights of the Members shall be in the proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Thursday, December 03, 2026.

The Company has appointed Mr. Sandeep Dar (Membership No. FCS 3159), Practicing Company Secretary, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.klgcapital.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-**

**ITEM NO. 3 Appointment of Statutory Auditors of the Company:**

The existing Statutory Auditors, M/s. Bharat Shah & Associates, Chartered Accountants, were appointed at the 27th Annual General Meeting and will conclude at the close of the ensuing 32nd Annual General Meeting. The Board places on record its appreciation for the professional services rendered by them.

The Board of Directors, on the recommendation of the Audit Committee, recommends the appointment of M/s JMT & Associates, Chartered Accountants (Firm Registration No. 104167W), for a first term for the period of 2 (two) years hold office from the conclusion of this 32nd AGM until the conclusion of the 34th AGM, at remuneration to be fixed by the Board in consultation with them. The proposed Auditor has confirmed their eligibility under Sections 139, 141, and other applicable provisions of the Companies Act, 2013, and Rules thereunder, and possesses the requisite qualifications. No funds have been received from the Company by the proposed Auditor or any of their partners/directors, which may render them ineligible.

Details as required under Regulation 36(5) of the SEBI Listing Regulations are as under:

- Terms of appointment:

  2 (two) years from the conclusion of the 32nd AGM till the conclusion of 34th AGM to be held in the calendar year 2028.

- Proposed statutory audit fee payable to auditors and material change in fee payable:

  The remuneration payable to the statutory auditors for the remaining tenure of the proposed appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. Apart from annual fees in line with industrial practice there may be changes in the fee payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors.

- Basis of recommendation and auditor's credentials:

  The recommendations are based on the fulfillment of the eligibility criteria prescribed under the Companies Act, 2013. M/s. JMT & Associates, Chartered Accountants (Firm Registration No. 104167W) ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm came in to beginning of 1977 and since then, has expanded to cover a wide array of services. It has registered office in Mumbai. It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

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

Your Directors recommend the Ordinary Resolution set out at Item No. 3 for approval by the members.

**ITEM NO. 4 Re-appointment of Manager of the Company:**

Mr. Akhilesh Kumar was Re-appointed as a Manager of the Company for a period of two years w.e.f. November 10, 2026 years subject to approval of members of the Company, on the terms and conditions of appointment as contained in the draft agreement. Approval of the shareholders is required to be accorded for appointment of Mr. Akhilesh Kumar as Manager of the Company by way of passing an Ordinary Resolution. Hence, the resolution is put up for shareholders' approval. None of the directors, Key Managerial Personnel apart from Mr. Akhilesh Kumar and their relatives is concerned or interested in the passing of the aforesaid resolution.

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

The Directors recommend the passing of the Resolution as Ordinary Resolution under Item No. 4 of the accompanying Notice for the approval of the Members of the Company. Brief Profile of Mr. Akhilesh Kumar is attached herewith as an Annexure No. II to the Notice.

**EXHIBIT TO NOTICE:**

**Annexure I**

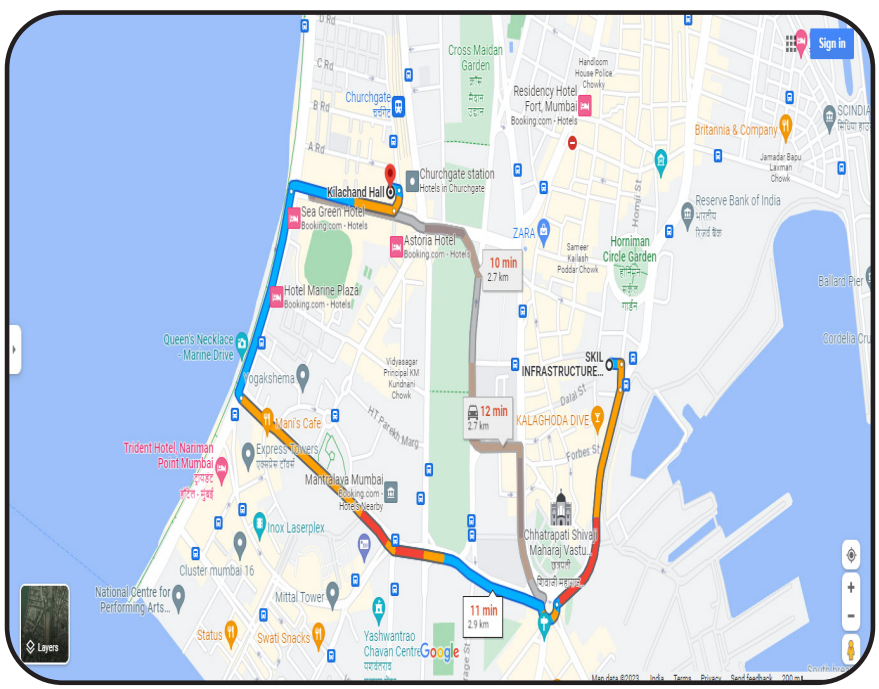
| | | |
|---|---|---|
| Name of the Director (DIN) | : | Mrs. Neha Gandhi (DIN: 00134855) |
| Designation | : | Director |
| Date Of Birth | : | September 04, 1962 |
| Age | : | 64 Years |
| Nationality | : | Indian |
| Qualification | : | Bachelor Degree In the Arts. |
| Date of First Appointment on the Board | : | August 14, 2025. |
| Experience/ Brief Profile | : | Mrs. Neha Gandhi, aged 64 Years old have the Bachelor's Degree. She also has approximately 24 years of experience in corporate governance and experience in development of logistics and infrastructure project. She also has exceptional skills in strategic planning, operational excellence, and financial stewardship. |
| Terms and conditions of appointment/re-appointment | : | - |
| Number of Board Meetings Attended During the Financial Year 2025-2026 | : | |
| Remuneration | : | Nil |
| Memberships/ Chairmanships of committees (includes only audit committee/ stakeholder's relationship committee/ nomination and remuneration committee) of other public companies as on March 31, 2026: | | |
| A) Audit Committee | : | --- - |
| B) Stakeholders Relationship Committee | : | - |
| C) Nomination And Remuneration Committee | : | JPT Securities Limited |
| Directorships held In other Companies as on March 31, 2026: | : | 1. Daloy Infrastructure Private Limited<br>2. Charnamrut Properties Private Limited<br>3. Sakura Infrastructure Limited<br>4. JPT Securities Limited |
| Number of Shares held in the Company as on March 31, 2026: | : | Nil |

## Annexure II

| | | |
|---|---|---|
| Name of the Manager | : | Mr. Akhilesh Kumar |
| Designation | : | Manager |
| Date of Birth, Age, Nationality | : | July 26, 1990 |
| Qualification | : | Bachelor of Business Administration from the Integral University of Lucknow |
| Date of first appointment on the Board | : | November 10, 2021 |
| Experience/ Brief Profile | : | More than 10 years of experience in Administration . |
| Terms and conditions of appointment/re-appointment | : | As per resolution at item no. 4 of the Notice. |
| Number of board meetings attended during the financial year 2025-2026 | : | 5 |
| Remuneration | : | Nil |
| Memberships/ Chairmanships of committees (includes only audit committee/ investor grievances committee/ stakeholder's relationship committee) of other public Companies as on March 31, 2026 | ; | |
| A) Audit Committee | | Nil |
| B) Stakeholders Relationship Committee | | Nil |
| C) Nomination and Remuneration Committee | | Nil |
| Directorships held in other Companies as on March 31, 2026 | : | 1. Sohum Broking Private Limited<br>2. Verona Capital Limited<br>3. Triforce Infrastructure (India) Private Limited |
| Number of shares held in the company as on March 31, 2026 | : | Nil |

**Route Map for Venue of the 32nd Annual General Meeting**

**Address:** Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020.



## DIRECTORS' REPORT

**Dear Members,**

Your Directors are pleased to present the 32nd Annual Report of KLG Capital Services Limited ('Company') together with the Audited Financial Statements for the year ended March 31, 2026.

**Financial Highlights (Standalone)**

The financial performance of the Company for the financial year ended March 31, 2026 is summarized below:

(Rupees In Lacs)

| Particulars | 2025-26 | 2024-25 |
|---|---|---|
| Total Income | 20.51 | 73.04 |
| Less: Expenditure | 1109.28 | 76.88 |
| Profit/(Loss) before Depreciation & Tax | (1088.77) | (3.84) |
| Profit before Tax | (1088.77) | (3.84) |
| Less: Taxes | 0.00 | 0.00 |
| Profit after Tax | (1088.77) | (3.84) |
| Less: Transfer to Statutory Reserve Account as per Section 45-IC of the Reserve Bank of India Act, 1934 | 0.00 | 0.00 |
| Balance carried forward to Balance Sheet | (1088.77) | (3.84) |

***Note:*** *Previous year's figures are regrouped/rearranged, wherever necessary.*

**Review of Company's Affairs**

Your Company is a Non-deposit taking Non-Banking Financial Company. During the year under review, the Company has earned total income of Rs. 20.51 Lacs as compared to the income of Rs. 73.04 Lacs during the previous financial year. The loss after tax as on March 31, 2026 amounted to Rs. (1088.77) as against loss of Rs. 3.84 Lacs during the previous financial year.

**Dividend**

With a view to conserve resources, your Directors do not recommend dividend for the year under review.

**Reserves**

During the year under review, no amount has been transferred to Statutory Reserve Account as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profits after taxes for the year.

**Extract of Annual Return**

The Annual Return in the Form MGT-7 as required under Section 92(3) of the Companies Act, 2013 (Act) shall be available on the website of the Company.

**Material Changes and Commitments**

From April 01, 2019 IND-AS is applicable to your Company apart from this there have been no material changes and commitments have occurred between the end of financial year of the Company and the date of this report affecting the financial position of the Company as at March 31, 2026.

**Particulars of Loan, Guarantees and Investments**

Details of Loans, Guarantees and Investment covered under the provisions of Section 186 of the Companies Act, 2013('Act') are given in the notes to the Financial Statements. Also, pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations'), the particulars of Loans/Advances given to Subsidiaries have been disclosed in the notes to the Financial Statements.

**Particulars of Contracts or Arrangements with Related Parties**

All Related Party Transactions (RPTs) are placed on a quarterly basis before the Audit Committee and before the Board for approval. Prior omnibus approval of the Audit and the Board is obtained for the transactions which are of a foreseeable and repetitive nature. All RPTs entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material RPTs, entered during the year as per Section 188 of the Act which require approval of the member. The disclosures on RPTs are made in the Notes to the Financial Statements of the Company. Hence, the Company has nothing to report in Form AOC-2 and the same is not annexed.

**Deposits**

During the year under review, the Company had not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and rules made thereunder.

**Details of Subsidiaries Company**

During the period under review, subsequent to the close of the financial year i.e. as on March 31,2026 and prior to the signing of this Report, KLG Stock Brokers Private Limited ('KSBPL') has ceased to be a subsidiary of the Company on w.e.f. June 10,

2026 consequent to the disposal of entire shareholding. Consequently, KSBPL is no longer a subsidiary of the Company as of the date of this report. Necessary financial consolidation impacts up to the date of cessation have been appropriately factored into the Consolidated Financial Statements

**Details of Directors and Key Managerial Personnel during the financial year ("F.Y.") 2025-26**

As on March 31, 2026, the Composition of the Board of the Directors of the Company was in compliance with the provisions of Companies Act, 2013 ("Act") and applicable laws as issued by the Reserve Bank of India and the Articles of Association of the Company and is in conformity with the same. The Board of the Company is duly constituted with an optimum combination of including Independent Director. In the opinion of the Board, all the Directors as well as the Directors appointed / reappointed during the year possess the requisite qualifications, experience and expertise and hold high standards of integrity.

Mr. V. Ramanan has retired as an Independent Director of the Company due to expiry of his second term of appointment on the date September 30, 2024 and he was appointed as additional Non Independent Director in the capacity of Non-Executive Director on the recommendation of Nomination and Remuneration Committee (NRC) in the Board Meeting held on May 29, 2025 & Resigned w.e.f. September 04, 2025. Mrs. Heeral Mandani (DIN: 10741330), resigned from the position of Independent Director w.e.f May 30, 2025.

Mr. Jigar Mehta was appointed as an Additional Independent Director and Mrs. Neha Gandhi was appointed as Additional Director under the category of Women Director at the board meeting held on August 14, 2025 with immediate effect. Further, at 31st Annual General Meeting held on September 30, 2025 Mr. Jigar Mehta was appointed as an Independent Director for a period of five (5) year w.e.f August 14, 2025 and Mrs. Neha Gandhi appointed as a Director under the category of Women Director, liable to retire by rotation.

Ms. Payal Mathur resigned as Company Secretary cum Compliance Officer of Company w.e.f June 01, 2025.

In the term of provision of Section 203 of Companies Act, 2013, Mr. Akhilesh Kumar, is Chief Financial Officer (CFO) & Manager under the category KMP of the Company.

In accordance with the provisions of Section 152 and other applicable provisions of the Act, Mrs. Neha Gandhi (DIN: 00134855), Director of the Company retires by rotation at the ensuing 32nd Annual General Meeting ("AGM') and being eligible, has offered herself for re-appointment.

**Declaration by the Independent Directors**

The Company has received necessary declarations from each Independent Directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Act and SEBI Regulations.

**Independent Director's Meetings**

The Independent Directors, Mr. Jigar Mehta and Mr. Rakesh Bajaj met on the August 14, 2025 without the attendance of Non-Independent Directors and the members of the Management. The Independent Directors, inter alia, reviewed the performance of Non- Independent Directors and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**Performance Evaluation**

The Companies Act, 2013 stipulates the performance Evaluation of the Directors, Board and its Committees. The Company has devised the criteria for performance evaluation after approval by the Nomination & Remuneration Committee/Board of Directors on the basis of which the annual performance evaluation of the Directors, Board and Board Committees has been carried out.

The criteria for performance evaluation of Independent Directors are mainly devised based upon the parameter for professional conduct, role, functions and duties laid under Schedule IV to the Act. The Evaluation process focused on various aspects of the functioning of the Board and its Committees such as composition of the Board and Committees, participation in discussions, etc. Performance evaluation of individual Directors was on parameters such as attendance, contribution, constructive and active participation etc. The Independent Directors, at their separate Meeting, evaluated the performance of Non- Independent Directors and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The performance of all directors was also evaluated by the Nomination and Remuneration Committee.

The Board of Directors considered the performance evaluation of the Directors, Board and Board Committees. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the concerned Director being evaluated.

**Directors Responsibility Statement**

In accordance with the provisions of Section 134(3)(c) and Section 134(5) of the Act, your Directors confirm that:

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

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit and loss of the Company for that period;

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with

the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The Directors had prepared the annual accounts on a going concern basis; and

(e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Number of Board Meetings**

During the Financial Year 2025-26, five meetings of the Board of Directors of the company were held on May 29, 2025, August 14, 2025, November 14, 2025, December 04, 2025 and February 12, 2026. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

The attendance of each Director at the said Board Meetings is given below:

| Name of the Directors | No. of Board Meetings Held during his/her Tenure | No. of Board Meetings attended |
|---|---|---|
| Mr. Rakesh Bajaj | 5 | 5 |
| Mr. Jigar Mehta * | 4 | 4 |
| Mrs. Heeral Mandani* | 1 | 0 |
| Mr. V. Ramanan* | 1 | 0 |
| Mrs. Neha Gandhi* | 4 | 1 |
| Mr. Chintan Chheda | 5 | 4 |

* Attendance part of the year due to his/her appointment and resignation during the Financial Year 2025-26.

**Audit Committee**

As on March 31, 2026, the Audit Committee comprises of Mr. Rakesh Bajaj (Chairman), Mr. Jigar Mehta, and Mr. Chintan Chheda. All the recommendations made by the Audit Committee were accepted by the Board. The Audit Committee met four times during the financial year under review. The meetings of the Committee were held on May 29, 2025, August 14, 2025, December 04, 2025 and February 12, 2026.

The attendance of each Director at the said Committee Meetings is given below:

| Name of the Directors | No. of Committee Meetings held during his/her Tenure | No. of Committee Meetings Attended |
|---|---|---|
| Mr. Rakesh Bajaj | 4 | 4 |
| Mr. Jigar Mehta * | 3 | 3 |
| Mrs. Heeral Mandani* | 1 | 1 |
| Mr. Chintan Chheda | 4 | 4 |

* Attendance part of the year due to his/her appointment and resignation during the Financial Year 2025-26.

**Nomination and Remuneration Committee**

As on March 31, 2026, the Nomination and Remuneration Committee comprises of Mr. Rakesh Bajaj, Mr. Chintan Chheda and Mr. Jigar Mehta as Members. The Nomination and Remuneration Committee met twice during the financial year under review. The meeting of the Committee was held on May 29, 2025 and August 14, 2025.

The attendance of each director at the said Committee meetings is given below:

| Name of the Directors | No. of Committee Meetings held during his/her Tenure | No. of Committee Meetings Attended |
|---|---|---|
| Mr. Rakesh Bajaj | 2 | 2 |
| Mr. Jigar Mehta * | 0 | 0 |
| Mr. Chintan Chheda | 2 | 2 |
| Mrs. Heeral Mandani* | 1 | 1 |

* Attendance part of the year due to his/her appointment and resignation during the Financial Year 2025-26.

**Stakeholders Relationship Committee**

The Stakeholders Relationship Committee comprises of Mr. Chintan Chheda, Mr. Jigar Mehta and Mr. Rakesh Bajaj as members. As per Regulation 15 of SEBI Regulations the compliance with the Corporate Governance provisions is not applicable to the meeting. So, during the financial year 2025-26, no meeting of the Stakeholders Relationship Committee was held.

**Statutory Auditors**

As per the provisions of Section 139 of the Companies Act, 2013, the term office of M/s. Bharat Shah & Associates, Chartered Accountants (Registration No. 101249W), the Statutory Auditors of the Company will conclude from the close of the forthcoming Annual General Meeting of the Company. The Board of Directors places on record its appreciation for the services rendered by M/s. Bharat Shah & Associates, Chartered Accountants, as the Statutory Auditors of the Company.

As required under the provisions of Section 139(1) of the Act, the Company has received written consent from M/s JMT & Associates, Chartered Accountants (Firm Registration No. 104167W), informing that their appointment, if made would be in accordance of the provisions of the Act, read with the Rule 4 (2) of the Companies (Audit and Auditors) Rules, 2014 and that they satisfy the criteria provided in Section 141 of the Act.

Member's attention is drawn to a resolution proposing the appointment of the M/s JMT & Associates, Chartered Accountants (Firm Registration No. 104167W) as Statutory Auditors of the Company for a period of two year until the conclusion of 34th AGM to be held in the year 2028 which is included in the item no. 3 of the Notice convening Annual General Meeting

**Auditors' Report**

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended March 31, 2026, does not contain any qualification. The observation in the Auditor's Report including emphasis of matter paragraph reported by M/s. Bharat Shah & Associates, Chartered Accountants have been dealt with in the relevant Notes to Accounts, which are self - explanatory.

**Internal auditors**

M/s. GMKS & Co., Chartered Accountants, Mumbai, have been appointed as Internal Auditors for conducting internal audit of the Company. The Internal Auditors independently evaluate the internal controls systems, monitor implementation of the accounting systems & procedures and statutory compliances. The Audit Committee periodically reviews the reports of the Internal Auditors.

**Secretarial Auditor**

Pursuant to Section 204 of the Companies Act, 2013, the Board has appointed M/s. Sandeep Dar & Co., Practicing Company Secretary, Mumbai, as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2025-26. The Secretarial Audit Report for the financial year ended March 31, 2026, is as annexed to this report as **Annexure I.** As specified in the said report, there has been a non-filing of forms due to technical issue. Filing of NBFC quarterly returns, DNBS- 13 and annual return are filed. There are further observations made by the Secretarial Auditor which is self-explanatory as company facing liquidity constraints and will take step to regularize the matter. As per regulation 15 of SEBI LODR Regulations, the appointment of Secretarial Auditor at the Annual General Meeting (AGM) is not required.

**Discontinuation of NBFC Business**

The Board of Directors at its board meeting held on October 06, 2026, considered the Company's present financial, regulatory and business position, including the continuing negative Net Owned Fund (NOF), negative net worth, nil income during the recent reporting quarter, NPA classification and provisioning requirements, and the funds required for restoration of the prescribed NOF. The Board further has considered the overall feasibility and viability of continuing the Company's business as a Non-Banking Financial Company (NBFC). After due consideration of the aforesaid factors, the Board has approved the decision to discontinue the NBFC business activities of the Company and voluntarily surrender the Certificate of Registration granted by the Reserve Bank of India (RBI), subject to completion of the applicable statutory and regulatory formalities.

**Management Discussion and Analysis**

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

**Adequacy of Internal Financial Control with reference to the Financial Statements**

The Company has internal control systems, commensurate with the size, scale and complexity of its operations. The Audit Committee monitors and evaluates the efficacy and adequacy of internal control systems in the Company.

The Company has in place adequate internal financial controls with reference to Financial Statements. The report of the Statutory Auditors states about the existence of adequate internal financial control systems and its operating effectiveness. During the year, no reportable material weakness in the design or operation was observed in the internal financial controls.

**Managerial Remuneration**

Disclosures of the ratios of the remuneration of each director to the median employee's remuneration details as required pursuant to Section 197(2) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure II.** None of the Directors of the Company are in receipt of any commission from the Company or from any Subsidiary of the Company. The details of remuneration paid to the Directors of the Company are given in Extract of Annual Return.

**Risk Management Policy**

Pursuant to the requirement of Section 134 of the Act and Listing Regulations, the Company has already in place a Risk Management Policy. The Company has a robust Risk Management framework to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The elements of risk as identified for the Company are set out in the Management Discussion and Analysis (MDA) Report forming part of the Board's Report.

**Significant & Material Changes, Commitment and Orders Passed By the Regulators or Courts or Tribunal**

There are no significant material changes, commitment and orders passed by the regulators or courts or tribunals which would impact the going concern status and company's operations in future except as otherwise disclosed in this report.

**Nomination & Remuneration Policy**

The Nomination and Remuneration Committee comprises of Mr. Rakesh Bajaj, Mr. Chintan Chheda and Mr. Jigar Mehta as Members. The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and is annexed to this Report as **Annexure III.**

**Vigil Mechanism/Whistle Blower Policy**

The Company has implemented Vigil Mechanism/Whistle Blower Policy which encourages the Whistle Blower to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases.

**Sexual Harassment**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Particulars of Employees**

In terms of Section 136 of the Act, the Annual Report and Financial Statements are being sent to the Members of the Company and others entitled thereto excluding the information pursuant to Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Particulars in this regard, if any, will be made available for inspection by the Members at the Registered Office of the Company between 11:00 hours to 13:00 hours on all working days, expect Saturday, up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. Upon such request, the information will be made available.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Considering the nature of business of the Company, there are no particulars to be disclosed relating to the Conservation of Energy, Research and Development and Technology Absorption as required under the Companies (Accounts) Rules, 2014, for the year under review. Further, the Foreign Exchange Earnings during the year under review and the Foreign Exchange Outgo is Nil.

**Corporate Social Responsibility (CSR) Policy**

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

**Listing Fees**

The Company is yet to pay annual listing fee (ALF) to BSE for the financial year 2020-21 onwards. In this matter, company along with its promoter received notice from BSE for the payment of ALF and on non-payment of ALF Stock Exchanges shall take appropriate action under the applicable statue. Further as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 specifying standard operating procedure for imposing fines and suspension of trading in case of Non-compliant with listing and/or depository regulations. The fines imposed by the BSE are yet to be paid and accordingly the said circular the entire shareholding of the promoter(s) in the company has been frozen.

**Appreciations and Acknowledgment**

The Board of Directors wishes to express its sincere appreciation and thanks to all customers, suppliers, banks, financial institutions, solicitors, advisors, Government of India and other regulatory authorities for their consistent support and co-operation. Your Directors appreciate the contribution made by the employees of the Company and acknowledge their hard work and dedication. Your Directors are also deeply grateful to the Members for the confidence and faith that they have always placed in the Company.

**Registered Office:**
SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai – 400 023
**CIN:** L67120MH1994PLC218169
**Ph:** 022 – 6619 9000 **Fax:** 022 22696024
**Email:** company.secretary@klgcapital.com
**Website:** www.klgcapital.com

**Place:** Mumbai
**Date:** November 06, 2026

**By Order of the Board of Directors**
**For KLG Capital Services Limited**

| | |
|---|---|
| **Rakesh Bajaj** | **Chintan Chheda** |
| **Director** | **Director** |
| **(DIN : 02894631)** | **(DIN: 08098371)** |

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

**KLG CAPITAL SERVICES LIMITED**

[CIN: L67120MH1994PLC218169]

SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai,

Maharashtra, India, 400023

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KLG CAPITAL SERVICES LIMITED [CIN: L67120MH1994PLC218169]** (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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (hereinafter referred to as "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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 the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

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

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

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not Applicable as the Company has not issued any further share capital during the period under review]**

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as there was no reportable event during the period under review]**

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as the Company has not issued and listed any Non-Convertible Securities during the financial year under review]**

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

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[Not Applicable as there was no reportable event during the period under review]**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the period under review]**

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

j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

vi. As identified by the management, other laws specifically applicable to the industry to which the Company belongs and compliances of which is relied upon the representation by the management.

a) The Reserve Bank of India Act, 1934 and Rules and Regulations framed there under to the extent applicable to Non-Banking Finance Companies.

b) Various Circulars, Notifications, Directions, Guidelines, Master Circulars issued by the Reserve Bank of India from time to time to the extent applicable to Non-Banking Financial Companies.

c) The Prevention of Money Laundering Act, 2002 and the rules made thereunder.

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 Agreement entered by the Company with the Bombay Stock Exchange Limited (BSE) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 not appointed a Whole Time Company Secretary and Compliance Officer during the period from June 1, 2025 to March 31, 2026 and for this reason company is not able to file form MGT-15 for the Year 2025 (2) Company has not paid the listing fees to BSE for the financial year 2025-26. (3) The Company has not maintained Structured Digital Database to record unpublished price sensitive information pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015. (4) The Company has not renewed its membership with a credit rating agency. (5) Filing of NBFC quarterly returns (DNBS-02) and DNBS-13 (Except June 30, 2025) and annual return (DNBS-10) are pending.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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 is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda 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.

**We further report that** based on the review of the Compliance mechanism established by the Company and on the basis of Compliance Certificates issued by the Chairman and taken in record by the Board of Directors at their meetings, we are of the opinion that there are generally adequate systems & processes in the company commensurate with its size & operation to monitor and ensure compliance with applicable laws, rules, regulations, circulars, notifications, directions and guidelines.

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the Minutes of the Board/Committees.

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

**We further report that** during the audit period, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to below viz.

- Resignation of Mrs. Heeral Mandani (DIN: 10741330) as a Non-Executive Women Director w.e.f May 30, 2025.
- Appointment and Resignation of Mr. V. Ramanan (DIN: 02754562), as a Non-Executive Non-Independent Director of the Company w.e.f May 30, 2025 and September 04, 2025 respectively.
- Resignation of Ms. Payal Mathur, Company Secretary and Compliance Officer w.e.f June 01, 2025.

- Appointment of Mr. Jigar Mehta (DIN: 10049315) as Non-Executive Independent Director with effect from August 14, 2025, as approved by the members at the AGM held on September 30, 2025.
- Appointment of Mrs. Neha Gandhi (DIN: 00134855) as Non-Executive Director with effect from August 14, 2025, as approved by the members at the AGM held on September 30, 2025.
- Re-appointment of Mr. Chintan Chheda, Director liable to retire by rotation pursuant to section 152 (6) of the Companies Act, 2013 on September 30, 2025.

For **Sandeep Dar & Co.**
Company Secretaries

**Sandeep Dar**
Proprietor
FCS: 3159
C. P. No.: 1571
Peer Review Cert. No. 1642/2022
UDIN: F003159H001107383

Date: August 13, 2026
Place: Navi Mumbai

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

**ANNEXURE A**

**ANNEXURE TO SECRETARIAL AUDIT REPORT**

To,

The Members,

**KLG CAPITAL SERVICES LIMITED**

**(CIN: L67120MH1994PLC218169)**

SKIL House, 209, Bank Street Cross Lane,

Fort Mumbai MH 400023 IN

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditors and Other designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Sandeep Dar & Co.**
Company Secretaries

**Sandeep Dar**
Proprietor
FCS: 3159
C. P. No.: 1571
Peer Review Cert. No. 1642/2022
UDIN: F003159H001107383

Date: August 13, 2026
Place: Navi Mumbai

## ANNEXURE II TO THE DIRECTORS' REPORT

## MANAGERIAL REMUNERATION

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

i) The ratio of remuneration of each Director to the median remuneration of the employees of the Company for FY 2025-2026 is NIL.

ii) The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in FY 2025-26 is NIL.

iii) The percentage increase in the median remuneration of employee(s) in the financial year: Not Applicable.

iv) The number of permanent employees on the role of the Company: As on March 31, 2026, there were 3 permanent employees on the pay roll of the Company.

v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable.

vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: Remuneration paid by the Company is as per the Remuneration Policy.

## ANNEXURE III TO THE DIRECTORS' REPORT

## NOMINATION & REMUNERATION POLICY

### LEGAL FRAMEWORK

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of Company in accordance with the requirement of provisions of Section 178 of the Companies Act, 2013 read with the Rules thereunder.

The Policy is intended to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees.

### DEFINITIONS

1. "Act" means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. "Board of Directors" or "Board" means the Board of Directors of the Company, as constituted from time to time.
3. "Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. "Independent Director" means a director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')
5. "Key Managerial Personnel" in relation to a company means-
   (i) the Chief Executive Officer or the Managing Director or the Manager;
   (ii) the Company Secretary;
   (iii) the Whole-Time Director;
   (iv) the Chief Financial Officer; and
   (v) such other officer as may be prescribed.
6. "Policy" means this Policy, as may be amended from time to time.
7. "Senior Management" shall mean officers / personnel of the Company who are members of its core Management team excluding Board of Directors and normally shall comprise all members of Management one level below the Executive Directors, including all functional heads.

### MEMBERSHIP

i) The Committee shall consist of a minimum 3 Non-Executive Directors, of which at least fifty percent of the directors shall be Independent directors.

ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.

iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

### CHAIRPERSON

i) The Chairperson of the Committee shall be an Independent Director.

ii) The Chairperson of the Company (whether executive or non-executive) may be appointed as a Member of the Committee but shall not chair the Committee.

iii) In the absence of the Chairperson, the Members of the Committee present at the Meeting shall choose one amongst them to act as Chairperson.

iv) The Chairperson of the Committee or in his absence, any other Member of the Committee authorized by him/her in this behalf, shall attend the General Meetings of the Company to answer the shareholders' queries.

### FREQUENCY OF MEETINGS

The Meeting of the Committee shall be held at such regular intervals as may be required.

### ROLE/TERMS OF REFERENCE OF THE COMMITTEE

The role/terms of reference of the Committee include:

i) 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, KMP and other employees;

ii) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

iii) Devising a policy on diversity of Board of Directors;

iv) 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.

v) Carrying out other functions as may from time to time be required under any statutory, contractual or other regulatory requirement.

**POLICY FOR APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

**I) General appointment criteria:**

i) The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.

ii) The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel does not stand disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

iii) The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the applicable provisions of the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

**II) Other appointment criteria:**

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the Committee to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

i) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;

ii) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/ Senior Management Personnel and enhance the efficiency of the Company;

iii) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;

iv) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

v) The appointment of Independent Directors shall be subject to compliance of provisions of Listing Regulations and Section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder.

**III) Term / Tenure of appointment of Managing Director/Whole-Time Director/ Manager and Independent Director:**

i) Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

ii) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/ Manager who is below the age of 21 years or who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years Independent Director

a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

b) No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

c) At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

**IV) Evaluation**

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis as per the requirements of the Companies Act, 2013.

**V) Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations. The removal shall also be based on principles of natural justice.

**VI) Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the Company's rules and as per applicable provisions of the Companies Act, 2013, wherever applicable.

**POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES**

**I) Remuneration to Directors, KMP and Senior Management:**

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management.

The Directors, KMP and other Senior Management's salary shall be based & determined on the individual person's responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors, KMP and other Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While recommending the remuneration, the Committee shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

**II) Remuneration to Non-executive / Independent Director:**

The remuneration to Non-executive / Independent Director shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee. The Non-Executive / Independent Director may receive Commission within the monetary limit approved by shareholders.

An Independent Director shall not be entitled to any stock option of the Company.

**III) Remuneration to other employees:**

The authority to determine remuneration and terms of appointment of other employees stands delegated to the Managing Director / Chief Executive Officer of the Company.

**COMMITTEE MEMBERS' INTERESTS**

i) A Member of the Committee is not entitled to be present when his or her own remuneration is discussed at a Meeting or when his or her performance is being evaluated.

ii) The Committee may invite such executives, as it considers appropriate, to be present at the Meetings of the Committee.

**VOTING**

i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

ii) In the case of equality of votes, the Chairman of the Meeting will have a casting vote.

**DISCLOSURES**

As per the Companies Act, 2013, this Policy shall be disclosed in the Board's Report of the Company.

**MISCELLANEOUS**

Any terms used in this policy but not defined herein shall have the same meaning prescribed to it in the Companies Act, 2013 or Rules made thereunder, or any other law applicable to the Company.

**AMENDMENT**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any subsequent amendment/modification in the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The following discussion should be read in conjunction with the audited standalone and consolidated financial statements, as applicable, and the notes forming part of this Annual Report. It provides an overview of the Company's business, financial performance, risks and outlook, including material developments up to the date of this report.

### 1. Industry Structure and Developments

The Company was engaged in capital market and financial services activities as a non-deposit taking Non-Banking Financial Company ("NBFC"), registered with the Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India Act, 1934. The Company's equity shares are listed on BSE Limited. The NBFC and financial services sector operates within a regulated framework and is influenced by economic conditions, interest-rate movements, availability and cost of funds, capital market activity, credit demand, asset quality, liquidity and regulatory requirements. Prudent credit assessment, timely recovery, adequate provisioning, capital adequacy and sound governance remain important considerations for entities operating in this sector.

During the year under review, the Company's financial position was materially affected by default in certain inter-corporate deposit ("ICD") exposures and the consequent recognition of impairment. The Company also faced liquidity constraints and regulatory capital/Net Owned Fund requirements. These developments significantly affected the Company's income, financial position and ability to undertake its normal business activities. The Company has been assessing its operations and the appropriate course of action in light of its financial position and regulatory obligations.

### 2. Business Overview and Subsidiary

During FY 2025–26, the Company was engaged in its existing financial activities and operated as a single reportable business segment. KLG Stock Brokers Private Limited ("KSBPL") was a subsidiary of the Company during the financial year under review. Subsequent to the close of the financial year, the Company disposed of its entire shareholding in KSBPL and KSBPL ceased to be a subsidiary with effect from June 10, 2026. Accordingly, KSBPL was a subsidiary as at March 31, 2026, and the consolidated financial statements include the relevant consolidation up to the date on which control ceased, as reflected in the audited consolidated financial statements and related notes.

The Company's business activities during the year were principally in the financial services/NBFC segment. The Company does not report separate operating segments for the year under review. The details of the subsidiary and the impact of the disposal on the consolidated financial statements are set out in the relevant sections and notes to the Annual Report.

### 3. Operational and Financial Performance

Revenue from operations for FY 2025–26 was Rs. 17.84 lakh as compared with Rs. 71.54 lakh in the previous financial year. Other income was Rs. 2.68 lakh as against Rs. 1.49 lakh in the previous year. Accordingly, total income was Rs. 20.51 lakh as compared with Rs. 73.03 lakh in FY 2024–25.

During the year, the Company recognised impairment on financial assets amounting to Rs. 1,057.48 lakh, principally relating to ICD exposures which had defaulted in repayment of principal and outstanding interest. The Company has recognised 100% provision against these exposures, treating them as loss assets in accordance with the applicable RBI prudential norms. Total expenses for the year were Rs. 1,109.28 lakh as compared with Rs. 76.32 lakh in the previous year.

Consequently, the Company reported a loss after tax of Rs. 1,088.77 lakh for FY 2025–26 as compared with a loss after tax of Rs. 3.29 lakh in FY 2024–25. Earnings per equity share of Rs. 10 each stood at Rs. (34.00) (basic and diluted) as against Rs. (0.10) in the previous year. The financial performance was primarily influenced by the substantial impairment recognised during the year and the lower level of income from operations. The audited financial statements and notes thereto contain the detailed financial information.

### 4. Financial Position, Liquidity and Key Risks

The impairment recognised during the year has materially affected the Company's financial position. As at March 31, 2026, the Company's net worth was negative at approximately Rs. 339.90 lakh. The Company's total assets stood at approximately Rs. 81.45 lakh, comprising cash and cash equivalents of approximately Rs. 0.25 lakh, investments of approximately Rs. 39.37 lakh and other financial assets of approximately Rs. 41.81 lakh. The Company is experiencing liquidity constraints and is monitoring its cash flows and available resources. Management is giving priority to preservation and recovery of existing assets and to meeting financial, statutory and regulatory obligations, having regard to the resources available.

The principal risks and uncertainties include recovery risk in respect of the defaulted ICD exposures, liquidity and funding risk, the impact of negative net worth and negative Net Owned Fund ("NOF"), regulatory and compliance risk, pending income-tax matters and other claims or proceedings. The Company is also exposed to the risk that it may not be able to arrange the funds required to meet its obligations or restore the prescribed NOF. Management continues to monitor these matters and take appropriate steps, including pursuing recoveries and obtaining professional advice wherever required.

The Statutory Auditors have drawn attention to defaulted ICD exposures of Rs. 1,057.47 lakh for which 100% provision has been recognised, liquidity constraints and outstanding income-tax dues of Rs. 331.81 lakh which have remained unpaid for more than six months. The Auditors have also referred to pending income-tax proceedings for which the actual liability, including interest up to the balance sheet date, has not been assessed or determined, and to material uncertainty relating to the Company's ability to continue as a going concern. The financial statements have nevertheless been prepared on a going-concern basis based on management's expectations, as explained in the financial statements. Shareholders are advised to read the relevant notes to accounts and the Emphasis of Matter paragraphs in the Statutory Auditors' Reports.

**5. Opportunities, Threats and Key Risks**

In view of the Board's decision to discontinue the NBFC business and voluntarily surrender the RBI CoR, the Company's near-term opportunities are primarily linked to recovery of outstanding financial exposures, better management or realisation of existing assets and evaluation of any feasible business or strategic proposal. The principal threats arise from uncertainty in recoveries, liquidity constraints, negative net worth and NOF, the ability to meet financial and statutory obligations, regulatory and compliance requirements, pending tax matters and other proceedings.

Any future business or strategic proposal will be considered only after assessing its commercial feasibility, availability of resources, the Company's financial position and applicable legal and regulatory requirements. The Company has not identified or finalised an alternative line of business or any specific resource mobilisation or capital infusion arrangement as at the date of this report. These matters are being monitored by the management and are also discussed under the relevant sections of this Report.

**6. Internal Financial Controls and Adequacy**

The Company has internal financial control systems and procedures designed to support the orderly conduct of its activities, safeguarding of assets, maintenance of proper accounting records and compliance with applicable laws and regulations. These systems are intended to provide reasonable assurance regarding the reliability of financial reporting and prevention and detection of irregularities. The Audit Committee reviews the adequacy and effectiveness of internal control systems in coordination with the auditors. Management reviews the controls having regard to the scale and nature of the Company's activities, and matters requiring attention are placed before the appropriate authority or the Board/committee, wherever applicable. The relevant reporting of the Statutory Auditors on internal financial controls is contained in this Annual Report.

**7. Human Resources**

The Company recognises the importance of appropriate human resources and professional support for its finance, secretarial, compliance and administrative functions. As at March 31, 2026, the Company had three permanent employees on its rolls. The Company's constrained financial position, including the impact of stressed and fully impaired financial exposures, liquidity limitations, the reduced scale of operations and limited remuneration resources has made the recruitment and retention of suitably qualified professionals a challenge. The Board is conscious of the statutory and regulatory requirements applicable to these positions and will continue its efforts to make the necessary appointments and arrange appropriate professional support, having regard to the Company's resources and applicable law.

**8. KEY FINANCIAL RATIOS**

The following ratios are reproduced from the ratio analysis disclosed in the notes to the audited standalone financial statements. The movement in the ratios should be read in the context of the substantial impairment charge, lower operating income, liquidity constraints and change from positive to negative net worth.

| Ratio | FY 2025–26 | FY 2024–25 | Management explanation |
|---|---|---|---|
| Current ratio | 1.26 | 26.91 | Decline reflects the reduction in financial assets following impairment and the changed current asset and liability position. |
| Debt-equity ratio | NA | NA | Not meaningful / not reported as a comparable positive-equity ratio. |
| Debt service coverage ratio | NA | NA | Not reported as applicable. |
| Return on equity ratio | NA | NA | Movement should be read in the context of the substantial loss and negative equity position. |
| Inventory turnover ratio | NA | NA | Not applicable to the Company's financial services activities. |
| Trade receivables turnover ratio | NA | NA | Not reported as applicable in the audited ratio analysis. |
| Trade payables turnover ratio | NA | NA | Not reported as applicable in the audited ratio analysis. |

| Ratio | FY 2025–26 | FY 2024–25 | Management explanation |
|---|---|---|---|
| Net capital turnover ratio | (0.06) | 0.10 | Decline reflects lower operating income and the changed capital position. |
| Net profit ratio | (53.08) | (0.04) | Deterioration is primarily attributable to impairment of financial assets and the resulting loss. |
| Return on capital employed | NA | NA | Movement should be read in the context of the loss and negative capital/equity position. |
| Return on investment | (27.65) | (0.08) | Deterioration reflects the impairment recognised during the year and the changed investment/asset base. |

Note: The above figures are the standalone ratios appearing in the notes to the audited standalone financial statements. The Company should confirm the methodology and explanations with the Statutory Auditors before finalisation. The corresponding consolidated ratios differ and should not be mixed with the standalone figures.

**9. Outlook and Future Prospects**

At its meeting held on October 6, 2026, the Board, after considering the Company's present financial, regulatory and business position, including the continuing negative NOF/negative net worth, nil operational income during recent reported quarters, NPA classification and provisioning, the funds required for restoration of the prescribed NOF and the overall feasibility and viability of continuing the Company's business as an NBFC, approved the decision to discontinue the business/activity requiring registration as an NBFC and to voluntarily surrender the Certificate of Registration ("CoR") granted by the RBI.

The Board's decision does not itself amount to cancellation of the CoR. The prescribed application for voluntary surrender/ cancellation is to be submitted to the RBI through the applicable process, together with the requisite supporting documents. The CoR will continue to remain in force until the application is considered and cancellation is formally communicated by the RBI. The Company will continue to comply with applicable regulatory and statutory requirements during the intervening period. The proposed surrender of the RBI CoR is not a delisting of the Company's equity shares, and the Company will continue to comply with applicable SEBI LODR requirements and the requirements of BSE Limited.

As at the date of this report, the Company is not carrying on active lending or other income-generating NBFC business operations and its current operational income is nil, as reflected in the recent financial results disclosed to the Stock Exchange. This describes the present operating position and is distinct from the income reported in the audited financial statements for FY 2025–26. The Company is presently concentrating on managing its existing assets and liabilities, pursuing recoveries, managing liquidity and fulfilling statutory and regulatory requirements.

The Company has not identified or finalised an alternative line of business. No definitive business plan, implementation timetable or commencement date for any new business has been approved. Further, no specific resource mobilisation, capital infusion or funding arrangement has been finalised. Any future proposal will be considered only after assessing its commercial feasibility, availability of resources, the Company's financial position and applicable legal and regulatory requirements. In view of the present negative net worth, negative NOF and liquidity position, the timing and feasibility of any such proposal remain uncertain.

Accordingly, the near-term outlook will depend on the progress of recoveries, management of available resources, resolution of outstanding matters and the outcome of the RBI process relating to surrender of the CoR. The Company will continue to make disclosures of material developments to the Stock Exchange in accordance with applicable requirements.

**10. Cautionary Statement**

Certain statements in this report relating to the Company's plans, expectations or outlook may be forward-looking in nature and are based on information available as at the date of this report. Such statements are subject to risks, uncertainties and assumptions, and actual results or developments may differ materially. The Company undertakes no obligation to publicly update or revise any forward-looking statement, except as required under applicable laws and regulations.

## INDEPENDENT AUDITOR'S REPORT

**To the Members of KLG CAPITAL SERVICES LIMITED**

**Report on the Standalone Ind AS Financial Statements**

**Opinion**

We have audited the accompanying Standalone Ind AS Financial Statements of **KLG Capital Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including 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 the significant accounting policies and other explanatory information (hereinafter referred to as"the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us except for the matter specified in Emphasis of Matter, the aforesaid Standalone Ind AS 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, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Emphasis of Matter**

1. The ICD advance by the company to the parties having outstanding Balance of Rs. 1057.47 Lakhs have defaulted in paying the Principal and Outstanding interest. The Company has made 100% provision in second quarter financial of current year as it is considered as loss asset (Impairment of Assets) as per the Reserve Bank of India, Prudential Norms of Classification of advances as applicable to NBFC. The Company has made sincere efforts to recover the same, done correspondence and send legal notice also but failed to recover the same. The above factors along with other matters indicate that a material uncertainty exists on company's ability to continue as going concern. The appropriateness of assumption of going concern is critically dependent upon the company's ability to raise finance to meet it's obligation. However Financial results have been prepared on going concern basis based on management's expectation or Improvement in the company's business in future.
2. During the year the company is facing liquidity issue due to which company has not settled the Statutory dues (Income Tax) amounting to Rs. 331.81 Lakhs outstanding for more than 6 months. The company is handling the Income Tax cases at various level and hence the actual liability with interest thereon due upto Balance sheet date is not assessed/determined, hence additional tax liabilities if any along with interest thereon under the Income Tax Act have not been provided in the books. As per the management representation the company is facing temporary liquidity issue the above liability is not paid and the same will be paid as soon as liquidity issue gets resolved our report on the statement is not modified to the extent of this matters.

**Basis for Opinion**

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the Standalone 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 together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules there under, 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 Standalone 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 Standalone Ind AS Financial Statements of the current year. We have determined that there are no Key Matters to Communicate in our report. Except for the matter specified in Emphasis of matter

**Information Other than the StandaloneInd AS Financial Statements and Auditor's Report Thereon**

The company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is other information included in Board of Directors Report including Annexure to such report but does not include the standalone financial statements and our Auditor's Report thereon.

Our opinion on the Standalone 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 Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude thatthere is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS 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 accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Standalone Ind AS Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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 are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of Standalone Ind AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 SA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS 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 Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.

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

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure -A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 purposes 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 and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Ind AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; we would like to state that the remuneration which is 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, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which would impact its financial position in its Standalone Ind AS Financial Statements, except Income Tax cases pending at appropriate forum.
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. a) The Management has represented that, to the best of its knowledge and belief, no funds 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding,

whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company 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 have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures performed that has 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) provided under (a) and (b) above, contain any material misstatement.

(d) The Company has not declared and paid any dividend during the financial year, accordingly provisions of section 123 are not applicable.

**AS PER OUR REPORT OF EVEN DATE**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**(Firm Reg. No:. 101249W)**

**(BHARAT A. SHAH)**
**PROPRIETOR**
**Membership No.32281**
**UDIN: 26032281ZTQANJ9469**

**PLACE: Mumbai**
**DATE: 28/05/2026**

**Annexure A to the Independent Auditors' Report**

**The Annexure referred to in our report to the members of KLG Capital Services Limited ("the Company") for the year Ended on 31st March, 2026. We report that:**

i. Clause (A) to (E) regarding Fixed Assets, property, plant and equipment is not applicable. The company is not holding any Fixed Assets, property, plant, Equipment and Intangible Assets during the year and hence reporting under clause (i) (A) to (E) is not applicable.

(F) No Proceedings have been initiated during the year or are pending against the company as at March 31st 2026 for holding any benami property under the Benami Transactions (Prohibition) act 1988 (as amended in 2016) and the rules made there under.

ii. The Company doesn't have any inventory, hence this clause is Not Applicable.

iii. During the year the company has not made any fresh investments or provided guarantee or security but granted unsecured loans to company in respect of which we report as under

(a) Regarding Outstanding Loans or advances in the nature of Loans this clause is not applicable as Principle business of the company is of giving Loans

(b) The Investments made, guarantee provided, security given and Terms & Conditions of Giving all Loans and advances in nature of Loan and guarantee provided in our opinion are prime facie not pre judicial to the interest of the company

(c) (c),(d) & (e) Since the Loans and Advances in the nature of Loans are repayable on demand and there is not stipulation regarding terms or period of repayment the clause (c), (d), &(e) are not applicable

(f) There are total loans of Rs.10,22,00,000/- which are repayable on demand or without specifying any terms or period of repayment , aggregate amount of Loans Rs.10,22,00,000/- and which is 100% of Total Loans Granted and there are no amount of loan granted to promoters, related parties as defined in clause (76) of Section 2 of Companies Act, 2013.

iv. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

v. According to information and explanation given to us, the company has not accepted any public deposits, and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable for the year under audit.

vi. We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section(1) of section 148 of the Companies Act, 2013. Therefore the provision of clause (vi) of para 3 is not applicable.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, income-tax, professional tax, service tax, customs duty, excise duty, cess, GST and other material statutory dues applicable with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2026, for the period of more than six months from the date becoming payable except Income tax Payable of Rs.3,31,81,142/-.

(b) According to the information and explanations given to us there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excess Duty, VAT and cess on account of any dispute which have not been deposited. Except the disputed Income Tax demand of Rs.13,38,88,820 as per following details.

| Name of the Statute | Nature of Dues | Forum where dispute is Pending | Period to which related | Amount of Rs. |
|---|---|---|---|---|
| Income Tax Act, 1961 | Income Tax | CIT(A) National Faceless Appeal Centre (NAFC) Delhi. | AY. 2012-13 | 13,38,88,820 |

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in tax Assessments under the Income Tax Act, 1961 during the year.

ix. (a) The Company has not defaulted in repayment of Loans or other borrowings or in the payment of interest thereon to any lender and hence reporting under clause (ix)(a) is not applicable.

(b) The Company has not been declared willful defaulter by any Bank or Financial Institution or other lender

(c) The Company has not taken any Term Loan during the year & there are no unutilized term loan at the beginning of the year and hence reporting under clause ix.(c) is Not applicable

(d) On overall examination of the financial statement of the company funds raised on short term basis have prime facie not been used during the year for long term purposes of the company

(e) On 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 his subsidiary company. The Company did not have any Associates or Joint venture during the year.

(f) Company has not raised any Loan during the year on the pledge of security of its subsidiary company hence reporting under clause ix. (f) of the Order is not applicable

x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including Debt Instruments) during the year. Therefor provision of Clause x.(a) of order is not applicable

(b) During the year Company has not made any preferential allotment or Private placement of shares or convertible debenture (fully/Partly/optionally) and hence reporting under Clause (b) is not applicable to the company

xi. (a) During the course of our examination of the books and records of the company carried out in accordance with the generally accepted Auditing practices in India and according to the information and explanations given to us they have neither come across any instance of material fraud on or by theCompany noticed or reported during the year, nor have been informed of such case by the Managemen

(b) to the bet of our knowledge no report under sub-section (12) of section 143 of the companies act 2013 has been filed in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the central Government during the year and up to the date of this Report

(c) There are no whistle blower Complaints received by the company during the year and upto the date of the report

xii. The company is not a Nidhi Company. Therefore the Reporting under clause (xii) (a),(b) and (c) of the order is not applicable.

xiii. In our opinion, and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc, as required by the applicable accounting standard.

xiv. (a) In Our Opinion the company has adequate internal audit system commensurate with the size and nature of its business

(b) We have checked the Internal Audit Report issued by Internal Auditor of the company and same is found to be in order and same is considered by us.

xv. In our Opinion the company during the year the company has not entered into any non-cash transactions with any of its directors or directors of its Holding Company , Subsidiary company , associate Company or persons connected with such directors and hence provisions of section 192 of Companies Act is not applicable to Company

xvi. (a) In our opinion, and according to the information and explanations given to us, the Company is required to be registered under section 45-IA of The Reserve Bank of India Act, 1934 and it has obtained certificate of registration.

(b) Since the company has valid certificate of registration (COR) from Reserve Bank Of India as per The Reserve Bank of India Act, 1934 and hence reporting under clause (b) is not applicable

(c) A Company is not a core Investment Company (CIC) as defined in Regulation of Reserve Bank of India so it does not required to register as CIC

(d) The Group does not have more than one CIC accordingly reporting under Clause XVI.(d) is not applicable

xvii. The Company has incurred cash loss of Rs. 41,99,842/- in current financial year and incurred Cash Loss of Rs. 4,76,535/- in the preceding financial year.

xviii. There has been no resignation of the statutory auditor of the company during the year.

xix. On the basis of Financial ratios, ageing and expected dates of Realization of Financial Assets & Payment of Financial Liabilities, other information accompanying the financial statements and our knowledge of board of directors and Managements plans and based on our examination of evidence supporting the assumption nothing has come to our attention which cause us to believe that no material uncertainty exist as on the date of Audit report indicating that the company is not capable of meeting its liabilities existing as at the date of Balance sheet and when they fall due within a period of one year from the Balance Sheet date even though the Financial ratios are negative as on reporting date, but as confirmed by management the would be able to payoff the liabilities. 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 facts up to the date of Audit Report and we neither give any guarantee nor 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. The Provision of Section 135 of The companies act 2013 is not applicable to the company during the year and hence reporting under this clause is not applicable

**AS PER OUR REPORT OF EVEN DATE**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**(Firm Reg. No:. 101249W)**

**(BHARAT A. SHAH)**
**PROPRIETOR**
**Membership No.32281**
**UDIN: 26032281ZTQANJ9469**

**PLACE: Mumbai**
**DATE: 28/05/2026**

**Annexure B to the Independent Auditors' Report**

**The Annexure referred to in our report to the members of KLG CAPITAL SERVICES LIMITED ("the Company") for the year ended on 31st March, 2026.**

**Report on the Internal Financial Controls 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 **KLG Capital Services Limited** ("the Company") as of March 31, 2026 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Standalone Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reportingwith reference to these Standalone Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 with reference to these Standalone Ind AS Financial Statements.

**Meaning of internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements**

A company's internal financial control over financial reportingwith reference to these Standalone Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with Generally Accepted Accounting Principles. A company's internal financial control over financial reporting with reference to these Standalone Ind AS Financial Statements 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 standalone 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 Standalone Ind AS Financial Statements.

**Inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting reference to these Standalone Ind AS

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reportingreference to these Standalone Ind AS Financial Statements and such internal financial controls over financial reporting reference to these Standalone Ind AS Financial Statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**AS PER OUR REPORT OF EVEN DATE**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**(Firm Reg. No:. 101249W)**

**(BHARAT A. SHAH)**
**PROPRIETOR**
**Membership No.32281**
**UDIN: 26032281ZTQANJ9469**

**PLACE: Mumbai**
**DATE: 28/05/2026**

## BALANCE SHEET AS AT MARCH 31, 2026

*Amount in Rs.*

| | Particulars | Note | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|---|---|
| **I** | **ASSETS** | | | | | |
| **(1)** | **Financial Assets** | | | | | |
| | Cash and Cash Equivalants | 2 | 25,144 | | 35,729 | |
| | Investment | 3 | 39,36,975 | | 43,22,550 | |
| | Loans | 4 | - | | 10,39,64,000 | |
| | Other Financial Assets | 5 | 41,80,576 | | 42,20,026 | |
| | | | | 81,42,695 | | 11,25,42,305 |
| **(2)** | **Non Financial Assets** | | | | | |
| | Property, plant and Equipments | 6 | | - | | - |
| | Deferred Tax Assets | 7 | | 2,384 | | 2,384 |
| | **TOTAL** | | | **81,45,079** | | **11,25,44,689** |
| **II** | **EQUITY AND LIABILITIES** | | | | | |
| **(1)** | **LIABILITIES** | | | | | |
| | **Financial Liabilities** | | | | | |
| | Borrowings | 8 | 52,46,652 | | 30,14,274 | |
| | Other Financial Liabilities | 9 | 11,99,563 | | 11,67,261 | |
| | | | | 64,46,215 | | 41,81,535 |
| **(2)** | **Non Financial Liabilities** | | | | | |
| | Current Tax | 10 | 3,53,93,642 | | 3,31,81,142 | |
| | Provisions | 11 | 2,95,500 | | 2,95,500 | |
| **(3)** | **EQUITY** | | | 3,56,89,142 | | 3,34,76,642 |
| | Equity Share Capital | 12 | 3,20,24,000 | | 3,20,24,000 | |
| | Other Equity | 13 | (6,60,14,278) | | 4,28,62,512 | |
| | | | | (3,39,90,278) | | 7,48,86,512 |
| | **TOTAL** | | | **81,45,079** | | **11,25,44,689** |
| Significant Accounting Policies | | 1 | | | | |
| Notes on Financial Statements | | 2-24 | | - | | - |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2026

*Amount in Rs.*

| Particulars | Note | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **REVENUE** | | | |
| Revenue from Operations | 14 | 17,83,600 | 71,54,000 |
| Other Income | 15 | 2,67,527 | 1,49,400 |
| Total Revenue | | **20,51,127** | **73,03,400** |
| **EXPENSES** | | | |
| Employee Benefits Expenses | 16 | 10,08,077 | 10,40,600 |
| Depreciation and Amortisation Expenses | 6 | - | - |
| Impairment on Financial Assets | 4 | 10,57,47,600 | - |
| Other Expenses | 17 | 41,72,240 | 65,91,435 |
| Total Expenses | | 11,09,27,917 | 76,32,035 |
| **Profit / (Loss) Before Tax** | | (10,88,76,790) | (3,28,635) |
| | | | - |
| Tax Expense - Current Tax | | - | - |
| - Deferred Tax | | - | - |
| - Income tax for earlier years | | - | - |
| **Profit (Loss) After Tax** | | **(10,88,76,790)** | **(3,28,635)** |
| **OTHER COMPREHENSIVE INCOME** | | | |
| **Other Comprehensive Income to be reclassified to profit and loss in subsequent year** | | - | - |
| **Other Comprehensive Income not to be reclassified to profit and loss in subsequent year** | | | |
| Acturial gains/(losses) on defined benefit plans | | - | - |
| Income Tax effect | | - | - |
| **Other Comprehensive Income for the year** | | - | - |
| **Total Comprehensive Income for the year** | | **(10,88,76,790)** | **(3,28,635)** |
| Earnings per Equity share of Rs. 10/- each | 24 | | |
| - Basic (In Rupees) | | (34.00) | (0.10) |
| - Diluted (In Rupees) | | (34.00) | (0.10) |
| Significant Accounting Policies | 1 | | |
| Notes on Financial Statements | 2-24 | | |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

*Amount in Rs.*

| Sr. No. | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **A** | **Cash Flow from Operating Activities** | | |
| | Net Profit / (Loss) before Tax | (10,88,76,790) | (3,28,635) |
| | Adjustments for :- | | |
| | Depreciation and Amortisation Expenses | - | - |
| | Fair Value of Investment | 3,85,575 | (1,47,900) |
| | Impairment on Financial Assets | 10,57,47,600 | - |
| | Provision for Expenses | 22,12,500 | - |
| | **Operating profit before working capital changes** | **(5,31,115)** | **(4,76,535)** |
| | **Adjusted for** | | |
| | Trade and Other Receivables | 39,450 | 78,479 |
| | Trade and Other Payables | 32,302 | (3,33,760) |
| | **Cash Generated from Operations** | **(4,59,363)** | **(7,31,816)** |
| | Direct Taxes (Paid) / Refund | - | - |
| | **Net Cash from/(used in) Operating Activities** | **(4,59,363)** | **(7,31,816)** |
| **B** | **Cash Flow from Investing Activities** | | |
| | Inter Corporate Deposit (net) | - | - |
| | Interest Received | (17,83,600) | - |
| | Investmet | - | - |
| | **Net Cash used in Investing Activities** | **(17,83,600)** | **-** |
| **C** | **Cash Flow from Financing Activities** | | |
| | Short Term Borrowings from related parties(Net) | **22,32,378** | 7,34,583 |
| | **Net Cash Flow from Financing Activities** | **22,32,378** | **7,34,583** |
| | **Net (decrease) / increase in Cash and Cash Equivalents (A+B+C)** | **(10,585)** | **2,767** |
| | Cash & Cash Equivalents - Opening balance | 35,729 | 32,962 |
| | Cash & Cash Equivalents - Closing balance | 25,144 | 35,729 |

Notes:

(1) The above cash flow statement has been prepared under the “indirect method” as set out in Ind AS 7 - Statement on Cash flows.

(2) Figures in brackets indicate outflow.

(3) Previous Year figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR MARCH 31, 2026

**A Equity Share Capital** *Amount in Rs*

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | **32,02,400** | **3,20,24,000** | **32,02,400** | **3,20,24,000** |

**B Other Equity** *Amount in Rs*

| Particulars | General Reserve | Stautory Reserve | Retained Earning | Total |
|---|---|---|---|---|
| **As at April 1, 2025** | **10,12,242** | **79,64,015** | **3,38,86,255** | **4,28,62,512** |
| Transfer from retained earnings | | - | - | - |
| Profit/(Loss) for the year | | - | (10,88,76,790) | (10,88,76,790) |
| Other Comprehensive Income | | - | - | - |
| **As at March 31, 2026** | **10,12,242** | **79,64,015** | **(7,49,90,535)** | **(6,60,14,278)** |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2026

**Note - 1**

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**a General Information**

KLG Capital Services Limited is a Public Company Listed with BSE and domiciled in India and incorporated under the Provisions of Companies Act, 1956. It is registered as a Non banking Financial Company ("NBFC") with the Reserve Bank of India. The registered office of the company is located at SKIL House, 209, Bank Street Cross Lane, Fort Mumbai-400023. The Company is engaged in the business of providing Loans.

**b Basis of Preparation of Financial Statements:**

These financial statements have been prepared in compliance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, on the accrual basis . The Company has prepared its Financial Statements in accordance with Indian GAAP, including accounting standards (AS) notified under the Companies (Accounting Standards) Rules, 2006 (as amended), which is considered as "Previous GAAP".

The financial statements were approved for issue by the Board of Directors on 28th May, 2026

**c Functional and Presentation Currency:**

The Financial Statements are presented in indian rupees which is the functional currency for the Company.

**d Use of Estimates:**

The preparation of Financial Statements in accordance with Ind - AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realised may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised and if material, their effects are disclosed in the notes to the Financial Statements.

**e. Estimates and assumptions are required in particular for:**

**i.** Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, it is based on technical advice, taking into account the nature of the asset, estimated usage and operating conditions of the asset, past history of replacement and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

**ii. Recognition of deferred tax assets**

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

**iii. Recognition and measurement of other provisions**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

**iv. Discounting of long-term financial liabilities**

All financial liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities, which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

**f Current Versus Non Current Classification:**

**i. The assets and liabilities in the Balance Sheet are based on current/ non - current classification. An asset as current when it is:**

1 Expected to be realised or intended to be sold or consumed in normal operating cycle

2 Held primarily for the purpose of trading

3 Expected to be realised within twelve months after the reporting period, or

4 Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

**ii A liability is current when it is:**

1 Expected to be settled in normal operating cycle

2 Held primarily for the purpose of trading

3 Due to be settled within twelve months after the reporting period, or

4 There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non - current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**g Significant Accounting Policies:**

**I Property, Plant and Equipments:**

i. All other property, plant and equipments have been carried at value in accordance with the previous GAAP.

ii. Property, plant and equipments are stated at cost net of cenvat / value added tax less accumulated depreciation and impairment loss, if any. All costs, including finance costs incurred up to the date the asset is ready for its intended use.

**II Depreciation:**

i. Depreciation on Tangible Fixed Assets is provided on the Straight Line Method over the useful life of assets prescribed in Part C of Schedule II to the Companies Act, 2013. The Management believes that the useful lives prescribed in Part C of Schedule II to the Companies Act, 2013 best represents the period over which management expects to use assets.

ii. In respect of additions/extensions forming an integral part of existing assets, depreciation has been provided over residual life of the respective assets. Significant addittion which are required to be replaced/performed at regular interval are depreciated over the useful life of their specific life.

**III Revenue Recognition:**

i Interest income is recognized on a time proportion basis.

ii Dividend is considered when the right to receive is established.

**IV 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.

**Financial Assets**

**i Classification**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**ii 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.

**iii Financial Assets measured at amortised cost:**

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest.Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of Profit or Loss. This category generally applies to trade and other receivables.

**iv Financial Assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

**v Financial Assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

**vi Investment in Subsidiary and Associates:**

Investment in equity instruments of Subsidiaries and Associates are measured at cost. Provision for Impairment loss on such investment is made only when there is a diminution in value of the investment which is other than temporary.

**vii Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are

classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income. There is no recycling of the amounts from other comprehensive income to profit or loss

**viii Investment in Debt Instruments:**

A debt instrument is measured at amortised cost or at FVTPL. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL. Debt instruments included with in the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

**ix Derecognition of Financial Assets**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

**x Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instrument and trade receivables.

**Financial Liabilities**

**i Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

**ii Initial recognition and measurement**

All financial liabilities are recognised initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**iii Subsequent measurement**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

**iv Loans and Borrowings**

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortisation process. 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 as finance costs in the statement of profit and loss.

**v Derecognition of Financial Liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**V Provision for Current and Deferred Tax:**

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

**i. Current tax**

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

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

> has a legally enforceable right to set off the recognised amounts; and

> intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**ii. Deferred Tax**

Deferred tax is recognized for the future tax consequences of deductable temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rate and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

**Deferred tax assets and liabilities are offset only if:**

- entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

**VI Impairment of Assets:**

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**VII Provision for Doubtful Debts and Loans and Advances:**

Provision is made in the accounts for doubtful debts, loans and advances in cases where the management considers the debts, loans and advances to be doubtful of recovery.

**VIII Provision, Contigent Liabilites and Contigent Assets:**

A provision is recognized if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

**IX Details of Shareholding of Promoters as on 31.3.2026**

| S. No. | Promoter Name | No.of Share | % of Total Shares | % Change during the year |
|---|---|---|---|---|
| 1 | Awaita Properties Pvt. Ltd. | 1936075 | 60.00 | 0 |
| | **Total** | 1936075 | 60.00 | 0 |

**X Details of Trade Payables**

| Outstanding for following periods from due date of payment as on 31.03.2026 | | | | | | |
|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | MSME * | 0 | 0 | 0 | 0 | 0 |
| 2 | Others | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed dues-MSME | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed dues-Others | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 0 | 0 | 0 | 0 | 0 |

| Outstanding for following periods from due date of payment as on 31.03.2025 | | | | | | |
|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | MSME * | 0 | 0 | 0 | 0 | 0 |
| 2 | Others | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed dues-MSME | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed dues-Others | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 0 | 0 | 0 | 0 | 0 |

*There are no amounts payable to small-scale industrial undertaking as at the balance sheet date. This disclosure is basedon the information available with the Company. The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made.

**XI Details of Trade Receivables**

| Outstanding for following periods from due date of payment as on 31.03.2026 | | | | | | | |
|---|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 6 Months** | **6 months -1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | Undisputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Undisputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 |

| Outstanding for following periods from due date of payment as on 31.03.2025 | | | | | | | |
|---|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 6 Months** | **6 months -1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | Undisputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Undisputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 |

**XII Details of title deeds of Immovable Property not held in name of the Compamy:**

The Company do not have the immovable property whose title deeds are not held in the name of the Compamy as on 31.03.2026. (Previous Year 31.03.2025: Nil).

**XIII Detials of Capital-Work-in Progress (CWIP) as on 31.03.2026 :**

The Company do not have Capital Work in Progress as on 31.03.2026. (Previous Year 31.03.2025: Nil)

**XIV Detials of Intangible assets under development as on 31.03.2026:**

The Company do not have Intangible assets under development in Progress as on 31.03.2026. (Previous Year 31.03.2025: Nil)

**XV Details of Benami Property as on 31.03.2026:**

Company do not have any Benami Property as on 31.03.2026.(previous Year 31.03.2025:NIL)

**XVI Details of Surrender Income as on 31.03.2026:**

The Company do not have any transaction not recoreded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under the income tax Act,1961 ( Such as Search or survey or any other relevant provisions of the Income tax Act, 1961). as on 31.03.2026. ( Previous Year 31.03.2025 : Nil)

**XVI Ratio Anaalysis**

| S. No. | Particulars | as on 31.03.2026 | as on 31.03.2025 |
|---|---|---|---|
| 1 | Current Ratio | 1.26 | 26.91 |
| 2 | Debt- Equity Ratio | NA | NA |
| 3 | Debt Service Coverage Ratio | NA | NA |
| 4 | Return on Equity Ratio | 3.20 | - |
| 5 | Inventory turnover Ratio | NA | NA |
| 6 | Trade Receivables turnover Ratio | NA | NA |
| 7 | Trade payables turnover Ratio | NA | NA |
| 8 | Net Capital Turnover Ratio | (0.06) | 0.10 |
| 9 | Net profit Ratio | (53.08) | (0.04) |
| 10 | Return on Capital employed | 3.20 | - |
| 11 | Return on investment | (27.65) | (0.08) |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 2** | | | |
| **CASH AND CASH EQUIVALANTS** | | | |
| Balances with Banks | | | |
| - In Current Accounts | | 21,760 | 32,345 |
| Cash on Hand | | 3,384 | 3,384 |
| | Total | **25,144** | **35,729** |
| **Note 3** | | | |
| **NON-CURRENT INVESTMENT** | | | |
| **Long-term Non-Trade Investments** | | | |
| **Unquoted: Fully Paid up** | | | |
| **In Equity Shares of Subsidiary Company** | | | |
| KLG Stock Brokers Pvt. Ltd | | 36,00,000 | 36,00,000 |
| 360,000 Equity Shares of Rs. 10 each | | | |
| (P.Y. 360,000 Equity Shares) | | | |
| **Quoted: Fully Paid up** | | | |
| **In Equity Shares of other Companies** | | | |
| Medicamen Biotech Ltd. | | 3,36,975 | 7,22,550 |
| 1500 (1500) Equity Shares of Rs. 10 each | | | |
| | Total | **39,36,975** | **43,22,550** |
| **Note 4** | | | |
| **LOANS** | | | |
| **(Unsecured & considered good)** | | | |
| Interest Corporate Depoits | | 10,20,78,873 | 10,20,78,873 |
| Interest Receivable | | 36,68,727 | 18,85,127 |
| | | **10,57,47,600** | **10,39,64,000** |
| Less : Impairement on Financial Assts ( Through Profit and loss Accounts) | | 10,57,47,600 | - |
| | | - | 10,39,64,000 |
| | Total | **-** | **10,39,64,000** |
| **Note 5** | | | |
| **OTHER FINANCIAL ASSETS** | | | |
| **(Unsecured & considered good)** | | | |
| Security Deposit | | 40,00,000 | 40,00,000 |
| Advance recoverable in cash or in kind for value to | | | |
| - Related Parties | | 1,75,278 | 1,75,278 |
| - Others | | 5,298 | 44,748 |
| | Total | **41,80,576** | **42,20,026** |

**Note 6**

**PROPERTY, PLANT AND EQUIPMENT**

| Particulars | Gross Block | | | | Depreciation and Amortisation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at | Additions during | Deductions/ | As at | Upto | For the | Deductions / | Upto | As at | As at |
| | 1-Apr-25 | the year | Adjustments | 31-Mar-26 | 31-Mar-25 | year | Adjustments | 31-Mar-26 | 31-Mar-26 | 31-Mar-25 |
| **Tangible Assets** | | | | | | | | | | |
| Office Equipment | - | - | - | - | - | - | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

6.1 In accordance with the Ind-AS 36 on "Impairment of Assets", the Management during the year carried out an exercise of identifying the assets that may have been impaired. On the basis of this review carried out by the Management, there was no impairment loss on Fixed Assets during the year.

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 7** | | | |
| **DEFERRED TAX ASSETS** | | | |
| Deferred Tax Assets on Property, Plant and equipments | | 2,384 | 2,384 |
| | Total | **2,384** | **2,384** |
| **Note 8** | | | |
| **BORROWINGS** | | | |
| **Unsecured Loans from:** | | | |
| Holding Company | | 52,46,652 | 30,14,274 |
| | Total | **52,46,652** | **30,14,274** |
| **Note 9** | | | |
| **OTHER CURRENT FINANCIAL LIABILITES** | | | |
| Statutory Dues | | 22,371 | 61,806 |
| Other Payables | | 11,77,192 | 11,05,455 |
| | Total | **11,99,563** | **11,67,261** |
| **Note 10** | | | |
| **CURRENT TAX** | | | |
| Provisions for Income Tax (Net) | | 3,53,93,642 | 3,31,81,142 |
| | Total | **3,53,93,642** | **3,31,81,142** |
| **Note 11** | | | |
| **PROVISIONS** | | | |
| Contingent provision against standard assets | | 2,95,500 | 2,95,500 |
| | Total | **2,95,500** | **2,95,500** |
| **Note 12** | | | |
| **SHARE CAPITAL** | | | |
| **Equity Shares** | | | |
| Authorised | | | |
| 3,500,000 (3,500,000) Equity Shares of Rs.10/- each | | **3,50,00,000** | **3,50,00,000** |
| **Issued, Subscribed and Fully paid up** | | | |
| 32,02,400 (32,02,400) Equity Shares of Rs. 10/- each (Fully Paid-up) | | 3,20,24,000 | 3,20,24,000 |
| | Total | **3,20,24,000** | **3,20,24,000** |

**(a) Reconciliation of Equity shares outstanding at the beginning and at the end of the year**

Amount in Rs

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | **32,02,400** | **3,20,24,000** | **32,02,400** | **3,20,24,000** |

**(b) Shareholders holding more than 5% Shares in the Company**

| Shares held by | No. of Shares | % Holding | No. of Shares | % Holding |
|---|---|---|---|---|
| Awaita Properties Pvt. Ltd. | 19,36,075 | 60 | 19,36,075 | 60 |

**(c) Terms and Rights attached to Equity Shares**

The Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, the equity share holders will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity shares held by the shareholders.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 13** | | | |
| **Other Equity** | | | |
| General Reserve | | **10,12,242** | **10,12,242** |
| Stautory Reserve | | **79,64,015** | **79,64,015** |
| Retained Earning | | | |
| - Balance at beginning of the year | | 3,38,86,255 | 3,42,14,890 |
| - Transfer from Statutory Reserve | | - | - |
| - Add: Profit/(Loss) for the year | | (10,88,76,790) | (3,28,635) |
| **- Balance at closing of the year** | | **(7,49,90,535)** | **3,38,86,255** |
| | Total | **(6,60,14,278)** | **4,28,62,512** |

*Amount in Rs*

| Particulars | | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Note 14** | | | |
| **REVENUE FROM OPERATIONS** | | | |
| Interest Income From ICD | | 17,83,600 | 71,54,000 |
| | Total | **17,83,600** | **71,54,000** |
| **Note 15** | | | |
| **OTHER INCOME** | | | |
| Dividend | | 1,500 | 1,500 |
| Fair Valuation of Current Investment | | - | 1,47,900 |
| Sundry Balance w/back | | 2,66,027 | - |
| | | **2,67,527** | **1,49,400** |
| **Note 16** | | | |
| **EMPLOYEE BENEFITS EXPENSES** | | | |
| Salaries, Wages and Allowances | | 10,08,077 | 10,40,600 |
| | Total | **10,08,077** | **10,40,600** |
| **Note 17** | | | |
| **OTHER EXPENSES** | | | |
| Advertisement | | 47,418 | 25,410 |
| Bank Charges | | 13,437 | 10,971 |
| Electricity Expenses | | 2,69,474 | 12,20,639 |
| Fee, Taxes & Legal Charges | | 22,75,040 | 38,940 |
| Filing Fees | | 9,123 | 28,144 |
| Fuel Expenses | | 2,71,602 | 11,45,837 |
| Fair Valueation of Current Investment | | 3,85,575 | - |
| General Office Expenses | | 53,873 | 2,04,409 |
| House Keeping Expenses | | 1,04,652 | 4,08,713 |
| Payment to Auditor | | 1,77,000 | 1,77,000 |
| Other Administrative Expenses | | 8,500 | - |
| Printing & Stationary | | 21,830 | 41,367 |
| Professional Charges | | 1,98,618 | 2,26,826 |
| Sundry Balance Written off | | - | 9,46,897 |
| Sitting Fees to Directors | | 59,000 | 74,400 |
| Salary Expenses | | 1,35,000 | 14,22,750 |
| Travelling & Conveyance | | 1,06,479 | 4,97,293 |
| Telephone Expenses | | - | 1,21,839 |
| Web Design Expenses | | 35,620 | - |
| | Total | **41,72,240** | **65,91,435** |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

**Note 18**

**CONTINGENT LIABILITIES AND COMMITMENTS**

There are no contingent liabilitites during the year.

**Note 19**

In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.

**Note 20**

**SEGMENT REPORTING**

Segment Information : The Company is engaged in the business of providing Loans. All other activities of the Company are related to the main business. As such there are no separate reportable segments, as per the Ind-AS 108 on Operating Segment

**Note 21**

**RELATED PARTY DISCLOSURES**

**a) List of Related parties**

**i) Holding Company**

Awaita Properties Pvt. Ltd

**ii) Subsidiary Company**

KLG Stock Brokers Pvt. Ltd

**iii) Key Management Personnel**

Chintan Chheda , Director

Akhilesh Kumar ,Manager / CFO

Jigar Mehta , Director ( W E F 14/08/2025)

**b) Terms and Conditions of transactions with related parties**

The Transactions from related parties are made on arm's length price. Outstanding balances at the year-end are unsecured and interest have been accounted on market rate except the advances which is merely reimbursment of expenses. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**c) Details of transactions with related parties**

**1 With Holding Company - Awaita Properties Pvt. Ltd** *Amount in Rs*

| Nature of Transactions | 2025-26 | 2024-25 |
|---|---|---|
| **Short Term Borrowing** | | |
| Opening Balance | 30,14,274 | 22,79,690 |
| Received during the year | 22,54,378 | 70,61,584 |
| Returned during the year | 22,000 | 63,27,000 |
| Closing Balance | 52,46,652 | 30,14,274 |
| **Security Deposits** | 40,00,000 | 40,00,000 |

**2 With Subsidiary Company - KLG Stock Brokers Pvt. Ltd**

| Nature of Transactions | 2025-26 | 2024-25 |
|---|---|---|
| **Advances** | | |
| Opening Balance | 1,75,278 | 1,75,278 |
| Paid during the year | - | - |
| Closing Balance | 1,75,278 | 1,75,278 |
| **Investment in Equity Shares** | 36,00,000 | 36,00,000 |

**3 Key Managerial Personnel**

| Nature of Transactions | 2025-26 | 2024-25 |
|---|---|---|
| Salary of Chief Financial Officer | - | - |
| Salary of Company Secretary | - | - |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

**Note - 22**

**FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:**

The Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include Investment, loans and advances, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial decision and the appropriate financial risk governance framework for the Company.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

**Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and advances to suppliers) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

**Trade receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients.

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

**Liquidity risk**

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

**Note - 23**

**CAPITAL MANAGEMENT:**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

**Note - 24**

**EARNING PER SHARE:**

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Net Profit / (Loss) After Tax available for Equity Shareholders (in Rs.) | (10,88,76,790) | (3,28,635) |
| Weighted Average Number of Equity Shares of Rs. 10/- each outstanding during the year | 3202400 | 32,02,400 |
| Basic/Diluted Earning Per Share (in Rs.) | (34.00) | (0.10) |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**
**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## Independent Auditors' Report on the Consolidated Ind AS Financial Statements

**To the Members of KLG CAPITAL SERVICES LIMITED**

**Opinion**

We have audited the accompanying Consolidated Ind AS Financial Statements of **KLG CAPITAL SERVICES LIMITED** (hereinafter referred to as "the Holding Company") and its Subsidiary **KLG STOCK BROKER PVT. LTD.** (the Holding Company and its subsidiary together referred to as "the Group, comprising of the Consolidated Balance Sheet as at 31st March, 2026, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'The Consolidated Ind AS Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us except for the matters specified in Emphasis of Matters, the aforesaid Consolidated Ind AS 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 Indian Accounting Standards prescribed under section 133 of The Companies Act, 2013 read with Companies(Indian Accounting Standards ) Rule, 2015 as amended and accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2026, their consolidated profit/loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

**Emphasis of Matters**

1. The ICD advance by the company to the parties having outstanding Balance of Rs. 1057.47 Lakhs have defaulted in paying the Principal and Outstanding interest. The Company has made 100% provision in second quarter financial of current year as it is considered as loss asset (Impairment of Assets) as per the Reserve Bank of India, Prudential Norms of Classification of advances as applicable to NBFC. The Company has made sincere efforts to recover the same, done correspondence and send legal notice also but failed to recover the same. The above factors along with other matters indicate that a material uncertainty exists on company's ability to continue as going concern. The appropriateness of assumption of going concern is critically dependent upon the company's ability to raise finance to meet it's obligation. However Financial results have been prepared on going concern basis based on management's expectation or Improvement in the company's business in future.
2. During the year the company is facing liquidity issue due to which company has not settled the Statutory dues (Income Tax) amounting to Rs. 331.81 Lakhs outstanding for more than 6 months. The company is handling the Income Tax cases at various level and hence the actual liability with interest thereon due upto Balance sheet date is not assessed/determined, hence additional tax liabilities if any along with interest thereon under the Income Tax Act have not been provided in the books. As per the management representation the company is facing temporary liquidity issue the above liability is not paid and the same will be paid as soon as liquidity issue gets resolved our report on the statement is not modified to the extent of this matters.

**Basis for Opinion**

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules there under, 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 Consolidated 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 Consolidated Ind AS Financial Statements of the current year. We have determined that there are no Key Audit matters to communicate in our report. Except for the matters specified in Emphasis of Matters.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income/loss, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the companies included in the

Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of Consolidated Ind AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 SA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group'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 Ind AS

Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of entities or business activities within the group to express an opinion on the consolidated financial statements. We remain solely responsible for our audit opinion

Materiality is the magnitude of misstatements in the Consolidated Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Ind AS Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Ind AS Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

Relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

**Report on Other Legal and Regulatory Requirements**

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 purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements;

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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income/Loss, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements;

d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.;

e) On the basis of the written representations received from the directors as on 31stMarch 2026 taken on record by the Board of Directors, none of the directors are disqualified as on 31stMarch 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 with reference to these Consolidated Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". ;

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

i. There were no pending litigations which would impact the consolidated financial position of the Group, except the pending Income Tax cases at various forums.

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

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

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company 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 have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures performed that has 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) provided under (a) and (b) above, contain any material misstatement.

(d) The Company has not declared and paid any dividend during the financial year, accordingly provisions of section 123 are not applicable.

h) With respect to the matters specified in paragraphs 3(xxi) and 4 of the companies (Auditor's Report) order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the act, to be included in Auditor's report, According to the information and explanations given to us, we report that CARO is applicable only to the holding Company and to no other Companies included in the Consolidated Financial Statements. We have not reported any qualifications or adverse remarks in the CARO Report of the Holding Company.

**AS PER OUR REPORT OF EVEN DATE**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**(Firm Reg. No:. 101249W)**

**(BHARAT A. SHAH)**
**PROPRIETOR**
**Membership No.32281**
**UDIN: 26032281VJRERP7831**

**PLACE: Mumbai**
**DATE: 28/05/2026**

**Annexure A to the Independent Auditors' Report**

**The Annexure referred to in our report to the members of KLG CAPITAL SERVICES LIMITED ("the Company") for the year Ended on 31st March, 2026.**

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

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2026, We have audited the internal financial controls over financial reporting of **KLG Capital Service Limited** (hereinafter referred to as "the Holding Company") and its Subsidiary company **KLG Stock Broker Pvt. Ltd.** , (the Holding Company and its subsidiary together referred to as "the Group"), which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Group, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)"]. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its Subsidiary 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 Consolidated Ind AS 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 internal financial controls system over financial reporting of the Company and its Subsidiary.

**Meaning of internal financial controls over financial reporting**

A company's internal financial control over financial reporting with reference to these Consolidated Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. A company's internal financial control over financial reporting with reference to these Ind AS Financial Statements 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 Consolidated Ind AS 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 Consolidated Ind AS Financial Statements.

**Inherent limitations of internal financial controls over financial reporting**

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

**Opinion**

In our opinion, and to best of our information and according to explanation given to us, the Group have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the respective Companies 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.

**AS PER OUR REPORT OF EVEN DATE**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**(Firm Reg. No:. 101249W)**

**(BHARAT A. SHAH)**
**PROPRIETOR**
**Membership No.32281**
**UDIN: 26032281VJRERP7831**

**PLACE: Mumbai**
**DATE: 28/05/2026**

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2026

*Amount in Rs.*

| | Particulars | Note | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|---|---|
| **I** | **ASSETS** | | | | | |
| **(1)** | **Financial Assets** | | | | | |
| | Cash and Cash Equivalants | 2 | 45,321 | | 55,907 | |
| | Investment | 3 | 3,36,975 | | 7,22,550 | |
| | Loans | 4 | - | | 10,39,64,000 | |
| | Other Financial Assets | 5 | 71,07,876 | | 71,47,934 | |
| | | | | 74,90,172 | | 11,18,90,391 |
| **(2)** | **Non Financial Assets** | | | | | |
| | Property, plant and Equipments | 6 | - | | - | |
| | Deferred Tax Assets | 7 | 2,384 | 2,384 | 2,384 | 2,384 |
| | **TOTAL** | | | **74,92,556** | | **11,18,92,775** |
| **II** | **EQUITY AND LIABILITIES** | | | | | |
| **(1)** | **LIABILITIES** | | | | | |
| | **Financial Liabilities** | | | | | |
| | Borrowings | 8 | 52,46,652 | | 30,14,274 | |
| | Other Financial Liabilities | 9 | 13,77,362 | | 12,97,261 | |
| | | | | 66,24,014 | | 43,11,535 |
| **(2)** | **Non Financial Liabilities** | | | | | |
| | Current Tax | 10 | 3,53,93,642 | | 3,31,81,142 | |
| | Provisions | 11 | 2,95,500 | | 2,95,500 | |
| **(3)** | **EQUITY** | | | 3,56,89,142 | | 3,34,76,642 |
| | Equity Share Capital | 12 | 3,20,24,000 | | 3,20,24,000 | |
| | Other Equity | 13 | (6,68,44,600) | | 4,20,80,598 | |
| | | | | (3,48,20,600) | | 7,41,04,598 |
| | **TOTAL** | | | **74,92,556** | | **11,18,92,775** |
| Significant Accounting Policies | | 1 | | | | |
| Notes on Financial Statements | | 2-24 | | - | | - |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2026

*Amount in Rs.*

| Particulars | Note | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **REVENUE** | | | |
| Revenue from Operations | 14 | 17,83,600 | 71,54,000 |
| Other Income | 15 | 2,67,527 | 1,49,400 |
| Total Revenue | | **20,51,127** | **73,03,400** |
| **EXPENSES** | | | |
| Employee Benefits Expenses | 16 | 10,08,077 | 10,40,600 |
| Depreciation and Amortisation Expenses | 6 | - | - |
| Impairment on Financial Assets | 4 | 10,57,47,600 | - |
| Other Expenses | 17 | 42,20,649 | 66,47,748 |
| Total Expenses | | 11,09,76,326 | 76,88,348 |
| **Profit / (Loss) Before Tax** | | **(10,89,25,199)** | **(3,84,948)** |
| Tax Expense - Current Tax | | - | - |
| - MAT credit entitlement | | - | - |
| - Deferred Tax | | - | - |
| - Income tax for earlier years | | - | - |
| **Profit (Loss) After Tax** | | **(10,89,25,199)** | **(3,84,948)** |
| **OTHER COMPREHENSIVE INCOME** | | | |
| **Other Comprehensive Income to be reclassified to profit and loss in subsequent year** | | - | - |
| **Other Comprehensive Income not to be reclassified to profit and loss in subsequent year** | | | |
| Acturial gains/(losses) on defined benefit plans | | - | - |
| Income Tax effect | | - | - |
| **Other Comprehensive Income for the year** | | - | - |
| **Total Comprehensive Income for the year** | | **(10,89,25,199)** | **(3,84,948)** |
| Earnings per Equity share of Rs. 10/- each | 24 | | |
| - Basic (In Rupees) | | (34.01) | (0.12) |
| - Diluted (In Rupees) | | (34.01) | (0.12) |
| Significant Accounting Policies | 1 | | |
| Notes on Financial Statements | 2-24 | | |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

*Amount in Rs.*

| Sr. No. | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| A | **Cash Flow from Operating Activities** | | |
| | Net Profit / (Loss) before Tax | (10,89,25,199) | (3,84,948) |
| | Adjustments for :- | | |
| | Depreciation and Amortisation Expenses | - | - |
| | Fair Value of Investment | 3,85,575 | (1,47,900) |
| | Impairment on Financial Assets | 10,57,47,600 | - |
| | Provision for Expenses | 22,12,500 | - |
| | **Operating profit before working capital changes** | **(5,79,524)** | **(5,32,848)** |
| | **Adjusted for** | | |
| | Trade and Other Receivables | 40,058 | 18,69,293 |
| | Trade and Other Payables | 80,101 | (3,04,260) |
| | **Cash Generated from Operations** | **(4,59,364)** | **10,32,185** |
| | Direct Taxes (Paid) / Refund | - | - |
| | **Net Cash from/(used in) Operating Activities** | **(4,59,364)** | **10,32,185** |
| B | **Cash Flow from Investing Activities** | | |
| | Inter Corporate Deposit to Holding Company (net) | - | (17,64,000) |
| | Interest Received | (17,83,600) | - |
| | **Net Cash used in Investing Activities** | **(17,83,600)** | **(17,64,000)** |
| C | **Cash Flow from Financing Activities** | | |
| | Short Term Borrowings from related parties(Net) | 22,32,378 | 7,34,583 |
| | **Net Cash Flow from Financing Activities** | **22,32,378** | **7,34,583** |
| | **Net (decrease) / increase in Cash and Cash Equivalents (A+B+C)** | **(10,585)** | **2,768** |
| | Cash & Cash Equivalents - Opening balance | 55,907 | 53,139 |
| | Cash & Cash Equivalents - Closing balance | 45,321 | 55,907 |

Notes:

(1) The above cash flow statement has been prepared under the “indirect method” as set out in Ind AS 7 - Statement on Cash flows.

(2) Figures in brackets indicate outflow.

(3) Previous Year figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR MARCH 31, 2026

**A Equity Share Capital** *Amount in Rs*

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | **32,02,400** | **3,20,24,000** | **32,02,400** | **3,20,24,000** |

**B Other Equity** *Amount in Rs*

| Particulars | General Reserve | Stautory Reserve | Retained Earning | Total |
|---|---|---|---|---|
| **As at April 01, 2025** | **10,12,242** | **79,64,004** | **3,31,04,352** | 4,20,80,598 |
| Transfer from retained earnings | | - | - | - |
| Profit/(Loss) for the year | | - | (10,89,25,199) | (10,89,25,199) |
| Other Comprehensive Income | | - | - | - |
| **As at March 31, 2026** | **10,12,242** | **79,64,004** | **(7,58,20,847)** | **(6,68,44,601)** |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

**Note - 1**

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**a General Information**

KLG Capital Services Limited is a Public Company Listed with BSE and domiciled in India and incorporated under the Provisions of Companies Act, 1956. It is registered as a Non banking Financial Company ("NBFC") with the Reserve Bank of India. The registered office of the company is located at SKIL House, 209, Bank Street Cross Lane, Fort Mumbai-400023. The Company is engaged in the business of providing Loans.

**b Basis of Preparation of Financial Statements:**

These Consolidated financial statements have been prepared in compliance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, on the accrual basis . The Company has prepared its Financial Statements in accordance with Indian GAAP, including accounting standards (AS) notified under the Companies (Accounting Standards) Rules, 2006 (as amended), which is considered as "Previous GAAP".

The financial statements were approved for issue by the Board of Directors on 28th May, 2026

**Subsidiary**

Subsidiaries are all entities over which the Company has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

The Company combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, consolidated statement of changes in equity and balance sheet respectively.

**The following subsidiary has been considred while preparing Consolidated financial statement :**

KLG Stock Brokers Pvt. Ltd- 100% Subsidiary of the Company and incorporated in India

**c Functional and Presentation Currency:**

The Financial Statements are presented in indian rupees which is the functional currency for the Company.

**d Use of Estimates:**

The preparation of Financial Statements in accordance with Ind - AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realised may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised and if material, their effects are disclosed in the notes to the Financial Statements.

**e. Estimates and assumptions are required in particular for:**

**i.** Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, it is based on technical advice, taking into account the nature of the asset, estimated usage and operating conditions of the asset, past history of replacement and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

**ii. Recognition of deferred tax assets**

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

**iii. Recognition and measurement of other provisions**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

**iv. Discounting of long-term financial liabilities**

All financial liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities, which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

**f Current Versus Non Current Classification:**

**i. The assets and liabilities in the Balance Sheet are based on current/ non - current classification. An asset as current when it is:**

1 Expected to be realised or intended to be sold or consumed in normal operating cycle

2 Held primarily for the purpose of trading

3 Expected to be realised within twelve months after the reporting period, or

4 Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

5 All other assets are classified as non-current.

**ii A liability is current when it is:**

1 Expected to be settled in normal operating cycle

2 Held primarily for the purpose of trading

3 Due to be settled within twelve months after the reporting period, or

4 There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non - current.

5 Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**g Significant Accounting Policies:**

**I Property, Plant and Equipments:**

i. All other property, plant and equipments have been carried at value in accordance with the previous GAAP.

ii. Property, plant and equipments are stated at cost net of cenvat / value added tax less accumulated depreciation and impairment loss, if any. All costs, including finance costs incurred up to the date the asset is ready for its intended use.

**II Depreciation:**

i. Depreciation on Tangible Fixed Assets is provided on the Straight Line Method over the useful life of assets prescribed in Part C of Schedule II to the Companies Act, 2013. The Management believes that the useful lives prescribed in Part C of Schedule II to the Companies Act, 2013 best represents the period over which management expects to use assets.

ii. In respect of additions/extensions forming an integral part of existing assets, depreciation has been provided over residual life of the respective assets. Significant addittion which are required to be replaced/performed at regular interval are depreciated over the useful life of their specific life.

**III Revenue Recognition:**

i Interest income is recognized on a time proportion basis.

ii Dividend is considered when the right to receive is established.

**IV 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.

**Financial Assets**

**i Classification**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**ii 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.

**iii Financial Assets measured at amortised cost:**

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest.Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of Profit or Loss. This category generally applies to trade and other receivables.

**iv Financial Assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

**v Financial Assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

**vi Investment in Subsidiary and Associates:**

Investment in equity instruments of Subsidiaries and Associates are measured at cost. Provision for Impairment loss on such investment is made only when there is a diminution in value of the investment which is other than temporary.

**vii Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income. There is no recycling of the amounts from other comprehensive income to profit or loss.

**viii Investment in Debt Instruments:**

A debt instrument is measured at amortised cost or at FVTPL. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL. Debt instruments included with in the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

**ix Derecognition of Financial Assets**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

**x Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instrument and trade receivables.

**Financial Liabilities**

**i Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

**ii Initial recognition and measurement**

All financial liabilities are recognised initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**iii Subsequent measurement**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

**iv Loans and Borrowings**

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortisation process. 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 as finance costs in the statement of profit and loss.

**v Derecognition of Financial Liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**V Provision for Current and Deferred Tax:**

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

**i. Current tax**

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

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

> has a legally enforceable right to set off the recognised amounts; and

> intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**ii. Deferred Tax**

Deferred tax is recognized for the future tax consequences of deductable temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rate and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

**Deferred tax assets and liabilities are offset only if:**

**>** entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

**>** deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

**VI Impairment of Assets:**

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**VII Provision for Doubtful Debts and Loans and Advances:**

Provision is made in the accounts for doubtful debts, loans and advances in cases where the management considers the debts, loans and advances to be doubtful of recovery.

**VIII Provision, Contigent Liabilites and Contigent Assets:**

A provision is recognized if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

**IX Details of Shareholding of Promoters as on 31.3.2026**

| S. No. | Promoter Name | No.of Share | % of Total Shares | % Change during the year |
|---|---|---|---|---|
| 1 | Awaita Properties Pvt. Ltd. | 1936075 | 60.00 | 0 |
| | **Total** | **1936075** | **60.00** | 0 |

**X Details of Trade Payables**

| Outstanding for following periods from due date of payment as on 31.03.2026 | | | | | | |
|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | MSME * | 0 | 0 | 0 | 0 | 0 |
| 2 | Others | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed dues-MSME | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed dues-Others | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 0 | 0 | 0 | 0 | 0 |

| Outstanding for following periods from due date of payment as on 31.03.2025 | | | | | | |
|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | MSME * | 0 | 0 | 0 | 0 | 0 |
| 2 | Others | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed dues-MSME | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed dues-Others | 0 | 0 | 0 | 0 | 0 |
| | **Total** | 0 | 0 | 0 | 0 | 0 |

*There are no amounts payable to small-scale industrial undertaking as at the balance sheet date. This disclosure is basedon the information available with the Company. The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made.

**XI Details of Trade Receivables**

| Outstanding for following periods from due date of payment as on 31.03.2026 | | | | | | | |
|---|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 6 Months** | **6 months -1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | Undisputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Undisputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 |

| Outstanding for following periods from due date of payment as on 31.03.2025 | | | | | | | |
|---|---|---|---|---|---|---|---|
| **S. No.** | **Particulars** | **Less then 6 Months** | **6 months -1 Year** | **1-2 years** | **2-3 years** | **More then 3 Years** | **Total** |
| 1 | Undisputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Undisputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Disputed Trade receivables - considered good | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Disputed Trade receivables - considered doubtful | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 |

**XII Details of title deeds of Immovable Property not held in name of the Compamy:**

The Company do not have the immovable property whose title deeds are not held in the name of the Compamy as on 31.03.2026. (Previous Year 31.03.2025: Nil).

**XIII Detials of Capital-Work-in Progress (CWIP) as on 31.03.2026:**

The Company do not have Capital Work in Progress as on 31.03.2026. (Previous Year 31.03.2025: Nil)

**XIV Detials of Intangible assets under development as on 31.03.2026:**

The Company do not have Intangible assets under development in Progress as on 31.03.2026. (Previous Year 31.03.2025: Nil)

**XV Details of Benami Property as on 31.03.2026:**

Company do not have any Benami Property as on 31.03.2026.(previous Year 31.03.2025:NIL)

**XVI Details of Surrender Income as on 31.03.2026:**

The Company do not have any transaction not recoreded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under the income tax Act,1961 ( Such as Search or survey or any other relevant provisions of the Income tax Act, 1961). as on 31.03.2026. ( Previous Year 31.03.2025 : Nil)

**XVI Ratio Anaalysis**

| S. No. | Particulars | as on 31.03.2026 | as on 31.03.2025 |
|---|---|---|---|
| 1 | Current Ratio | 1.13 | 25.95 |
| 2 | Debt- Equity Ratio | NA | NA |
| 3 | Debt Service Coverage Ratio | NA | NA |
| 4 | Return on Equity Ratio | 3.13 | (0.01) |
| 5 | Inventory turnover Ratio | NA | NA |
| 6 | Trade Receivables turnover Ratio | NA | NA |
| 7 | Trade payables turnover Ratio | NA | NA |
| 8 | Net Capital Turnover Ratio | (0.06) | 0.10 |
| 9 | Net profit Ratio | (53.11) | (0.05) |
| 10 | Return on Capital employed | 3.13 | (0.01) |
| 11 | Return on investment | (323.24) | (0.53) |

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 2** | | | |
| **CASH AND CASH EQUIVALANTS** | | | |
| Balances with Banks | | | |
| - In Current Accounts | | 33,729 | 44,315 |
| Cash on Hand | | 11,592 | 11,592 |
| | Total | **45,321** | **55,907** |
| **Note 3** | | | |
| **NON-CURRENT INVESTMENT** | | | |
| **CURRENT INVESTMENT** | | | |
| **Quoted: Fully Paid up** | | 3,36,975 | 7,22,550 |
| **In Equity Shares of other Companies** | | | |
| Medicamen Biotech Ltd. | | | |
| 1500 (1500) Equity Shares of Rs. 10 each | | | |
| | | - | |
| | Total | **3,36,975** | **7,22,550** |
| **Note 4** | | | |
| **LOANS** | | | |
| **(Unsecured & considered good)** | | | |
| Interest Corporate Depoits | | 10,22,00,000 | 10,22,00,000 |
| Interest Receivable | | 35,47,600 | 17,64,000 |
| | | **10,57,47,600** | **10,39,64,000** |
| | | 10,57,47,600 | - |
| | Total | **-** | **10,39,64,000** |
| **Note 5** | | | |
| **OTHER FINANCIAL ASSETS** | | | |
| **(Unsecured & considered good)** | | | |
| Security Deposit | | 71,00,000 | 71,00,000 |
| Advance recoverable in cash or in kind for value to | | | |
| - Related Parties | | 2,578 | 3,186 |
| - Others | | 5,298 | 44,748 |
| | Total | **71,07,876** | **71,47,934** |

**Note 6**

**PROPERTY, PLANT AND EQUIPMENT**

| Particulars | Gross Block | | | | Depreciation and Amortisation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As at 1-Apr-25 | Additions during the year | Deductions/ Adjustments | As at 31-Mar-26 | Upto 31-Mar-25 | For the year | Deductions / Adjustments | Upto 31-Mar-26 | As at 31-Mar-26 | As at 31-Mar-25 |
| **Tangible Assets** | | | | | | | | | | |
| Office Equipment | - | - | - | - | - | - | - | - | - | - |
| **Total** | - | - | - | - | - | - | - | - | - | - |

6.1 In accordance with the Ind-AS 36 on “Impairment of Assets”, the Management during the year carried out an exercise of identifying the assets that may have been impaired. On the basis of this review carried out by the Management, there was no impairment loss on Fixed Assets during the year.

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 7** | | | |
| **DEFERRED TAX ASSETS** | | | |
| Deferred Tax Assets on Property, Plant and equipments | | 2,384 | 2,384 |
| | Total | **2,384** | **2,384** |

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 8** | | | |
| **BORROWINGS** | | | |
| **Unsecured Loans from:** | | | |
| Holding Company | | 52,46,652 | 30,14,274 |
| | Total | **52,46,652** | **30,14,274** |
| **Note 9** | | | |
| **OTHER CURRENT FINANCIAL LIABILITES** | | | |
| Statutory Dues | | 22,371 | 61,806 |
| Other Payables | | 13,54,991 | 12,35,455 |
| | Total | **13,77,362** | **12,97,261** |
| **Note 10** | | | |
| **CURRENT TAX** | | | |
| Provisions for Income Tax (Net) | | 3,53,93,642 | 3,31,81,142 |
| | Total | **3,53,93,642** | **3,31,81,142** |
| **Note 11** | | | |
| **PROVISIONS** | | | |
| Contingent provision against standard assets | | 2,95,500 | 2,95,500 |
| | Total | **2,95,500** | **2,95,500** |
| **Note 12** | | | |
| **SHARE CAPITAL** | | | |
| **Equity Shares** | | | |
| Authorised | | | |
| 3,500,000 (3,500,000) Equity Shares of Rs.10/- each | | 3,50,00,000 | 3,50,00,000 |
| **Issued, Subscribed and Fully paid up** | | | |
| 32,02,400 (32,02,400) Equity Shares of Rs. 10/- each (Fully Paid-up) | | 3,20,24,000 | 3,20,24,000 |
| | Total | **3,20,24,000** | **3,20,24,000** |

**(a) Reconciliation of Equity shares outstanding at the beginning and at the end of the year**

Amount in Rs

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400.00 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | **32,02,400.00** | **3,20,24,000** | **32,02,400** | **3,20,24,000** |

**(b) Shareholders holding more than 5% Shares in the Company**

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Shares held by | | | | |
| Awaita Properties Pvt. Ltd. | 19,36,075 | 60 | 19,36,075 | 60 |

**(c) Terms and Rights attached to Equity Shares**

The Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, the equity share holders will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity shares held by the shareholders.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

*Amount in Rs*

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Note 13** | | | |
| **Other Equity** | | | |
| General Reserve | | **10,12,242** | **10,12,242** |
| Stautory Reserve | | **79,64,004** | **79,64,004** |
| Retained Earning | | | |
| - Balance at beginning of the year | | 3,31,04,352 | 3,34,89,300 |
| - Transfer from retained earnings | | - | - |
| - Add: Profit/(Loss) for the year | | (10,89,25,199) | (3,84,948) |
| **- Balance at closing of the year** | | **(7,58,20,847)** | **3,31,04,352** |
| | Total | **(6,68,44,600)** | **4,20,80,598** |

*Amount in Rs*

| Particulars | | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Note 14** | | | |
| **REVENUE FROM OPERATIONS** | | | |
| Interest Income From ICD | | 17,83,600 | 71,54,000 |
| | Total | **17,83,600** | **71,54,000** |
| **Note 15** | | | |
| **OTHER INCOME** | | | |
| Dividend | | 1,500 | 1,500 |
| Fair Valuation of Current Investment | | - | 1,47,900 |
| Sundry Balance w/back | | 2,66,027 | - |
| | | **2,67,527** | **1,49,400** |
| **Note 16** | | | |
| **EMPLOYEE BENEFITS EXPENSES** | | | |
| Salaries, Wages and Allowances | | 10,08,077 | 10,40,600 |
| Staff welfare | | - | - |
| | Total | **10,08,077** | **10,40,600** |
| **Note 17** | | | |
| **OTHER EXPENSES** | | | |
| Advertisement | | 47,418 | 25,410 |
| Bank Charges | | 13,437 | 10,971 |
| Electricity Expenses | | 2,69,474 | 12,20,639 |
| Fee, Taxes & Legal Charges | | 22,75,040 | 38,940 |
| Filing Fees | | 9,731 | 29,357 |
| Fuel Expenses | | 2,71,602 | 11,45,837 |
| Fair Valueation of Current Investment | | 3,85,575 | - |
| General Office Expenses | | 53,873 | 2,04,409 |
| House Keeping Expenses | | 1,04,652 | 4,08,713 |
| Payment to Auditor | | 2,06,500 | 2,06,500 |
| Other Administrative Expenses | | 8,500 | 2,000 |
| Printing & Stationary | | 21,830 | 41,367 |
| Professional Charges | | 2,16,918 | 2,50,426 |
| Sundry Balance Written off | | - | 9,46,897 |
| Sitting Fees to Directors | | 59,000 | 74,400 |
| Salary Expenses | | 1,35,000 | 14,22,750 |
| Travelling & Conveyance | | 1,06,479 | 4,97,293 |
| Telephone Expenses | | - | 1,21,839 |
| Web Design Expenses | | 35,620 | - |
| | Total | **42,20,649** | **66,47,748** |

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

**Note 18**

**CONTINGENT LIABILITIES AND COMMITMENTS**

There are no contingent liabilitites during the year.

**Note 19**

In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.

**Note 20**

**SEGMENT REPORTING**

Segment Information : The Company is engaged in the business of providing Loans. All other activities of the Company are related to the main business. As such there are no separate reportable segments, as per the Ind-AS 108 on Operating Segment.

**Note 21**

**RELATED PARTY DISCLOSURES**

**a) List of Related parties**

**i) Holding Company**

Awaita Properties Pvt. Ltd

**ii) Key Management Personnel**

Chintan Chheda , Director ( W.E.F Nov. 13,2020)

Akhilesh Kumar ,Manager (W.E.F Nov. 11,2021)

**b) Terms and Conditions of transactions with related parties**

The Transactions from related parties are made on arm's length price. Outstanding balances at the year-end are unsecured and interest have been accounted on market rate except the advances which is merely reimbursment of expenses. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**c) Details of transactions with related parties** *Amount in Rs*

**1 With Holding Company - Awaita Properties Pvt. Ltd**

| Nature of Transactions | 2025-26 | 2024-25 |
|---|---|---|
| **Short Term Borrowing** | | |
| Opening Balance | 30,14,274 | 22,79,690 |
| Received during the year | 22,54,378 | 70,61,584 |
| Returned during the year | 22,000 | 63,27,000 |
| Closing Balance | 52,46,652 | 30,14,274 |
| **Security Deposits** | 70,00,000 | 70,00,000 |

**2 Key Managerial Personnel**

| Nature of Transactions | 2025-26 | 2024-25 |
|---|---|---|
| Salary of Chief Financial Officer | - | - |
| Salary of Company Secretary | - | - |

**Note - 22**

**FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:**

The Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include Investment, loans and advances, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial decision and the appropriate financial risk governance framework for the Company.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2026

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

**Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and advances to suppliers) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

**Trade receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients.

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

**Liquidity risk**

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

**Note - 23**

**CAPITAL MANAGEMENT:**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

**Note - 24**

**EARNING PER SHARE:**

| Particulars | 2025-26 | 2024-25 |
|---|---|---|
| Net Profit / (Loss) After Tax available for Equity Shareholders (in Rs.) | (10,89,25,199) | (3,84,948) |
| Weighted Average Number of Equity Shares of Rs. 10/- each outstanding during the year | 3202400 | 32,02,400 |
| Basic/Diluted Earning Per Share (in Rs.) | (34.01) | (0.12) |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN : 02894631**

**Akhilesh Kumar**
**CFO**

**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part "A": Subsidiaries**

**(Information in respect of each subsidary to be presented with amounts in Rs.)**

| | | |
|---|---|---|
| Name of the subsidiary | : | KLG Stock Brokers Private Limited |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | : | 01-04 2025 to 31-03-2026 |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | : | N.A. |
| Share capital | : | 3,600,000 |
| Reserves and Surplus | : | (8,30,323) |
| Total assets | : | 31,22,755 |
| Total Liabilities | : | 3,53,078* |
| Investments | : | -- |
| Turnover | : | -- |
| Profit before taxation | : | (48,408) |
| Profit for taxation | : | (48,408) |
| Provision for taxation | : | -- |
| Profit after taxation | : | -- |
| Proposed Dividend | : | -- |
| % of shareholding | : | 100% |

*Excluding Share Capital and Reserves & Surplus

**Part B - Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures –** Not Applicable

**AS PER OUR REPORT OF EVEN DATE**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**

**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**

**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

| **Jigar J. Mehta** | **Rakesh Bajaj** |
|---|---|
| **Director** | **Director** |
| **DIN :10049315** | **DIN : 02894631** |

**Akhilesh Kumar**
**CFO**

**Disclosures of details as required by Revised Para 13 of Non Baning Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.**

**Liabilities Side** **Rs. In Lakhs**

| | | Amount Outstanding | Amount Overdue |
|---|---|---|---|
| 1 | Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid | 0.00 | 0.00 |
| | a. Debentures | 0.00 | 0.00 |
| | Secured | 0.00 | 0.00 |
| | Unsecured (other than falling within the meaning of Public Deposits) | 0.00 | 0.00 |
| | b. Deferred Credits | 0.00 | 0.00 |
| | c. Term Loans | 0.00 | 0.00 |
| | d. Inter-corporate loans and borrowing | 0.00 | 0.00 |
| | e. Commercial Paper | 0.00 | 0.00 |
| | f. Other loans | 52.47 | 0.00 |
| | **Total** | **52.47** | **0.00** |

**Asset Side**

| | | Amount Outstanding |
|---|---|---|
| 2 | Break up of Loans and Advances including bills receivables (other than those included in [4] below): | |
| | a. Secured | 0.00 |
| | b. Unsecured | 41.81 |
| | **Total** | **41.81** |
| | | |
| 3 | Break up of Leased Assets and stock on hire and other assets counting towards AFC activities | |
| | (i) Lease assets including lease rentals under sundry debtors: | |
| | a. Financial Lease | 0.00 |
| | b. Operating Lease | 0.00 |
| | (ii) Stock on hire including hire charges under sundry debtors: | |
| | a. Assets on hire | 0.00 |
| | b. Repossessed Assets | 0.00 |
| | (iii) Other loans counting towards AFC activities: | |
| | a. Loans where assets have been repossessed | 0.00 |
| | b. Loans other than (a) above | 0.00 |
| | **Total** | **0.00** |
| | | |
| 4 | Break-up of Investments: | |
| | Current Investments: | |
| | 1. Quoted: | |
| | (i) Shares: | |
| | a. Equity | 3.37 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | **Total** | **3.37** |

| | | |
|---|---|---|
| | | |
| | 2. Unquoted: | |
| | (i) Shares: | |
| | a. Equity | 0.00 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | **Total** | **0.00** |
| | | |
| | Long Term Investments: | |
| | 1. Quoted: | |
| | (i) Shares: | |
| | a. Equity | 0.00 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | **Total** | **0.00** |
| | | |
| | 2. Unquoted: | |
| | (i) Shares: | |
| | a. Equity | 36.00 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | **Total** | **36.00** |

**5 Borrower group-wise classification of assets financed as in (2) and (3) above:**

| Category | Amount net of provisions | | |
|---|---|---|---|
| | **Secured** | **Unsecured** | **Total** |
| 1. Related Parties | | | |
| a. Subsidiaries | 0.00 | 1.75 | 1.75 |
| b. Companies in the same group | 0.00 | 40.00 | 40.00 |
| c. Other related parties | 0.00 | 0.00 | 0.00 |
| 2. Other than related parties | 0.00 | 0.00 | 0.00 |
| **Total** | **0.00** | **41.75** | **41.75** |

| 6 | Investor group-wise classification of all investments (current and long term) in shares and securites (both quoted and unquoted): | Market Value / Break up of fair value or NAV | Book Value (Net of Provisions) |
|---|---|---|---|
| | Category | | |
| | 1. Related Parties | | |
| | a. Subsidiaries | 36.00 | 36.00 |
| | b. Companies in the same group | 0.00 | 0.00 |
| | c. Other related parties | 0.00 | 0.00 |
| | 2. Other than related parties | 0.00 | 0.00 |
| | **Total** | **36.00** | **36.00** |

| 7 | Other Information | Amount |
|---|---|---|
| | (i) Gross Non-performing Assets | |
| | a. Related parties | 0.00 |
| | b. Other than related parties | 0.00 |
| | (ii) Net Non-performing Assets | |
| | a. Related parties | 0.00 |
| | b. Other than related parties | 0.00 |
| | (iii) Assets acquired in satisfaction of debt | 0.00 |

**In terms of our report of even date attached**
**For BHARAT SHAH & ASSOCIATES,**
**Chartered Accountants**
**Firm Reg. No.101249W**

**BHARAT A. SHAH**
**PROPRIETOR**
**Membership No. 32281**

**PLACE: Mumbai**
**DATE : 28-05-2026**

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

**Jigar J. Mehta**
**Director**
**DIN :10049315**

**Rakesh Bajaj**
**Director**
**DIN :02894631**

**Akhilesh Kumar**
**CFO**

# KLG CAPITAL SERVICES LIMITED

**CIN:** L67120MH1994PLC218169
**Registered Office:** SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023;
**Tel:** 022-6619 9000; **Fax:** 022-2269 6024;
**E-mail:** company.secretary@klgcapital.com; **Website:** www.klgcapital.com

**ATTENDANCE SLIP**
**32nd Annual General Meeting – Thursday, December 10, 2026**

Name:……..

DP ID No. / Client ID No.: …… (for investors holding shares in electronic form)

Ledger Folio No.:…… No. of Shares:……

I certify that I am a member of the Company.

I hereby record my presence at the **32nd Annual General Meeting** of the Members of the Company being held on **Thursday, December 10, 2026 at 14:00 hours at Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020.**

Signature

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

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**PROXY FORM**

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

**Name of the Company:** KLG Capital Services Limited; **CIN:** L67120MH1994PLC218169;

**Registered Office:** SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023; **Tel:** 022-6619 9000; **Fax:** 022-2269 6024
**E-mail:** company.secretary@klgcapital.com; **Website:** www.klgcapital.com

| | |
|---|---|
| Name of Member(s) | |
| Registered Address | |
| E-mail ID | |
| Folio No/Client ID | |
| DP ID | |

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

1. Name : ……Address : ……
   ……
   E-mail ID : ……Signature : ……, or falling him/her
2. Name : …… Address : ……
   ……
   E-mail ID : ……Signature : ……, or falling him/her
3. Name : ……Address : ……
   ……
   E-mail ID : ……Signature : ……

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd Annual General Meeting** of the Company, to be held on **Thursday, December 10, 2026 at 14:00 hours at Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | RESOLUTIONS | Optional | | |
|---|---|---|---|---|
| | | For | Against | Abstain |
| **Ordinary Business:** | | | | |
| 1. | Ordinary Resolution for adoption of Audited Financial Statement (including Consolidated Financial Statements) of the Company for the Financial year ended March 31, 2026, together with the Reports of the Board of Director and Auditors thereon: | | | |
| 2. | Ordinary resolution for appointment of Mrs. Neha Gandhi (00134855), who retires by rotation and being eligible, offers herself for re-appointment. | | | |
| 3. | Ordinary resolution for Appointment of Statutory Auditors of the Company and fix their remuneration. | | | |
| 4. | Ordinary resolution for Re-appointment of Mr. Akhilesh Kumar as a Manager of the Company. | | | |

Signed this …….. day of ……., 2026

Signature of Member : ……

Signature of Proxy holder(s) : ……..

Affix Revenue Stamp

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the resolutions, explanatory statements and Notes please refer to the Notice of 32nd Annual General Meeting.
3. *It is optional to put your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

NOTES

NOTES

*If Undelivered, Please Return to :*
**KLG Capital Services Limited**
SKIL,House
209, Bank Street Cross Lane,
Fort, Mumbai - 400 023

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