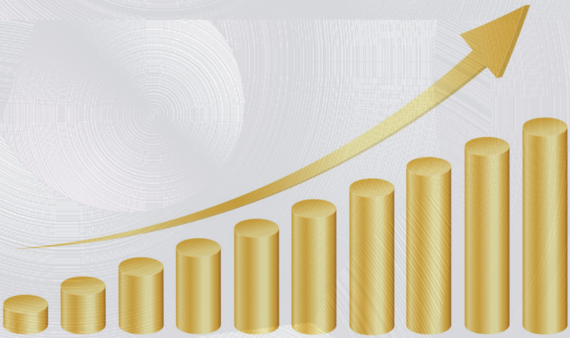
RACONTEUR
GLOBAL RESOURCES LIMITED

8TH ANNUAL REPORT 2025-26

FINANCIAL YEAR



RACONTEUR GLOBAL RESOURCES LIMITED

INDEX

NOTICE OF 8th ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE IS HEREBY GIVEN THAT **8th (EIGHTH)** ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF **RACONTEUR GLOBAL RESOURCES LIMITED** (FORMERLY KNOWN AS GANESH FILMS INDIA LIMITED) WILL BE HELD ON **FRIDAY, 18TH SEPTEMBER, 2026** AT **01:00 NOON** THROUGH **VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM')** FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1:

TO RECEIVE, CONSIDER AND ADOPT:

a. **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company including the Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted."

b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon**

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company including the Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2:

APPOINTMENT OF MS. HINA (DIN: 09534689) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Hina (DIN: 09534689), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO. 3:

TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

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

"**RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the "Act"), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on Thursday, 20th August, 2026, the appointment of M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), be and is hereby approved as the Statutory Auditors of the Company, on such terms and conditions as mentioned in the explanatory statement, to fill the casual vacancy caused by the resignation of M/s. Kapil Sandeep and Associates, Chartered Accountants (Firm Registration No. 0016244N) as Statutory Auditors.

RESOLVED FURTHER THAT M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), be and is hereby appointed as Statutory Auditors of the Company to hold the office from Thursday, 20th August, 2026, until the conclusion of this Annual General Meeting (8th AGM) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and duly approved by the Directors of the Company."

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 4:

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS

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

"RESOLVED THAT pursuant to Section 139, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 (the "Act") and other applicable provisions, if any of the Act, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), upon the recommendation of the Audit Committee and the Board of Directors, M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), be and is hereby appointed as Statutory Auditors of the Company, for a period of 5 (Five) consecutive years commencing from the conclusion of 08th Annual General Meeting till the conclusion of the 13th Annual General Meeting ("AGM") to be held in the year 2031 at such remuneration including the out of pocket expenses as may be mutually decided amongst the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 5:

APPOINTMENT OF MR. SOURABH PARNAMI (DIN: 05323570) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Sourabh Parnami (DIN: 05323570) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 11th March, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 11th March, 2026 to 10th March, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sourabh Parnami (DIN: 05323570) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 6:

APPOINTMENT OF _MR. ARVINDER SINGH KOHLI (DIN: 08444774) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Arvinder Singh Kohli (DIN: 08444774) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 18th March, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 18th March, 2026 to 17th March, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Arvinder Singh Kohli (DIN: 08444774) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 7:

TO CREATE, ISSUE, OFFER AND ALLOT WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/ PUBLIC CATEGORY SHAREHOLDERS

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b) 42, 62(1)(c) and 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time **("ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time **("Listing Regulations"),** and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **("MCA"),** the Securities and Exchange Board of India ("SEBI"), the BSE Limited where the equity shares of the Company are listed **("Stock Exchange")** and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as "the Board")** which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis up to a maximum **2,32,00,000 (Two Crore Thirty-Two Lakh)** Warrants convertible into Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 12.5/- (Indian Rupees Twelve point five Only) including a premium of INR 2.5/- (Indian Rupees Two point five Only) per share warrant, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Non-Promoters/Public shareholders aggregating to **INR 29,00,00,000/- ((Indian Rupees Twenty-nine crore Only),** for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the maximum number of Warrants convertible into Equity Shares of the Company proposed to be allotted are set forth in the below table:

SR. NO.	NAME OF PROPOSED ALLOTTEES	POST-PREFERENTIAL CATEGORY (PROMOTER/PUBLIC)	MAXIMUM NO. OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO BE ALLOTTED
1.	SN Capital Management Private Limited	Public	8,00,000
2.	MCPS Estate LLP	Public	16,00,000
3.	Yogesh Singh Rana	Public	12,80,000
4.	Abhineet Sapra	Public	8,00,000
5.	Radha Sapra	Public	8,00,000
6.	Boolean Ventura Private Limited	Public	40,00,000
7.	Grip Assets Management Private Limited	Public	40,00,000
8.	Rally Infra Private Limited	Public	8,00,000
9.	Rally Project Limited	Public	8,00,000
10.	Rally Decor Limited	Public	8,00,000
11.	Natures Heavens India Private Limited	Public	28,72,000
12.	Max Bio Biosciences Private Limited	Public	28,88,000
13.	Sumit Narula	Public	16,00,000
14.	Srishti Abrol	Public	1,60,000
	Total		**2,32,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of convertible share warrants shall be **Wednesday, 19th August, 2026.** The AGM will be held on **Friday, 18th September, 2026** and the 30 days prior to the date of AGM falls on **Wednesday, 19th August, 2026** to reckon the **"Relevant Date".**

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the convertible share warrants to the Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1) The Share Warrants convertible into Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;

2) The issuer has obtained the Permanent Account Numbers of the proposed allottee;

3) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

4) The Share Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

5) The Share Warrants convertible into Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;

6) The Share Warrants convertible into Equity Shares so offered, issued and allotted shall not exceed the number of Share Warrants as approved herein above;

7) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

8) All Equity shares already held by the proposed allottees are in dematerialized form.

9) The Warrants Allottee shall make payment of the subscription amount for the Warrants from its own bank account into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Shares Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. Each Convertible Share Warrant held by the proposed allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of INR 10/- (Indian Rupees Ten Only).

b. The Share Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants either: i) By issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon or ii) Upon receipt of demand from the company for conversion of warrants into equity shares. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

c. The Convertible Share Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.

d. In the event the Share Warrant Holder(s) do not exercise Share Warrants within the Share Warrant Exercise Period, the Share Warrants shall lapse and the amount paid shall stand forfeited by the Company.

e. The issue of Share Warrants as well as Equity Shares arising from the exercise of the Share Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

f. The Share Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Share Warrants.

g. The price determined above and the number of Equity Shares to be allotted on exercise of the Share Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

h. The Equity Shares arising from the exercise of the Share Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Subscription Share Warrants convertible into Equity Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Share Warrants convertible into Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more Directors, Company Secretary, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

ITEM NO. 8:

TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time **(“ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time **(“Listing Regulations")**, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **(“MCA")**, the Securities and Exchange Board of India **(“SEBI")**, the BSE Limited where the equity shares of the Company are listed **(“Stock Exchange")** and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company **(hereinafter referred to as “the Board")** which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members") be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis **8,00,000 (Eight lakh) Equity shares** of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 12.5/- (Indian Rupees Twelve point five Only) including a premium of INR 2.5/- (Indian Rupees Two point five Only) per share, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Non-Promoters/Public shareholders aggregating to **INR 1,00,00,000/-** (Indian Rupees One crore Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

The details of the Proposed Allottee and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Maximum No. of Equity Shares to be Allotted
1	Atharva Professional Consultants LLP	Public	800,000
	TOTAL		**800,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity shares shall be **Wednesday, 19th August, 2026**. The AGM will be held on **Friday, 18th September, 2026** and the 30 days prior to the date of AGM falls on **Wednesday, 19th August, 2026**, to reckon the "Relevant Date".

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to the Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1) The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc.) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

2) The Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;

3) The issuer has obtained the Permanent Account Numbers of the proposed allottee;

4) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

5) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

6) The Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;

7) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above;

8) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

9) All Equity shares already held by the proposed allottees are in dematerialized form.

10) The Equity Allottee shall make payment of the subscription amount for the Equity Shares from its own bank account into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

11) The full preferential allotment consideration shall be payable by the Equity Allottees on or before the date of the allotment of the Equity Shares in accordance with the ICDR;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the equity shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company (including its committee(s) thereof) to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation **-** (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard and to represent the Company before any governmental or regulatory authorities, to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

By Order of the Board
For Raconteur Global Resoucres Limited

Sd/-
Radhika Sood
Company Secretary and Compliance Officer
M No. A80105

Date: 20th August, 2026
Place: Delhi
Regd Off: Royal Palms, 3rd Floor A321- Master Mind 4
Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East,
Maharashtra, India, 400065
CIN: L68100MH2018PLC307613
Email id: compliance.rgrl@gmail.com

NOTES:

1. The Ministry of Corporate Affairs **('MCA')** has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021,10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022, 25th September, 2023 and 19th September, 2024 and General Circular No. 03/2025 dated 22nd September, 2025 respectively **('MCA Circulars');** Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI**,** permitted the holding of AGM through Video Conferencing **('VC')** / Other Audio Visual Means **('OAVM')** facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and MCA Circulars, the 8th AGM of the Company is being held through VC/OAVM facility. Since this AGM will be held through Video Conferencing **('VC')**/ Other Audio Visual Means **('OAVM')**, the members will be able to attend the meeting through VC/OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.

2. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the AGM, through e-mail at compliance.rgrl@gmail.com

3. The Register of Members and the Share Transfer Book of the Company shall remain closed from **Tuesday, 15th September, 2026 till Thursday, 17th September, 2026 (both days inclusive).** The Notice of the AGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 21st Friday, 2026.**

4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2

(SS-2) on General Meetings in respect of the Directors seeking appointment/re-appointment at the Meeting is annexed to the Notice as **Annexure–A**.

5. In accordance with the SS-2 issued by the Institute of Company Secretaries of India **("ICSI")** read with Clarification/ Guidance on applicability of revised Secretarial Standards-1 and 2 effective from 1st April, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2026 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; physical letters has been sent to those members who has not registered their email addresses with the Company or with the Depositories. Further, 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.rgrl.in The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL")(agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com and also on the website of the Registrar and Share Transfer Agent ("RTA"), i.e. Bigshare Services Private Limited at www.bigshareonline.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website at www.rgrl.in for download.

7. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e., compliance.rgrl@gmail.com

8. The participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and May 5, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited **("CDSL")** for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **Annexure-B**.

10. M/s Devender Singh & Associates (M.No: A76094; CoP: 28056), Practicing Company Secretary Firm, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.

11. The remote e-voting period commences on **Tuesday, 15th September, 2026 [09:00 A.M] and ends on Thursday, 17th September, 2026 [5:00 P.M.]**. During this period, Members holding shares either in physical form or demat form, as on **Friday, 11th September, 2026 [5:00 P.M]** i.e. **cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

13. The Results of voting will be declared within **2 (two) working days** from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website at **www.rgrl.in** and on the website of CDSL i.e.,**www.evotingindia.com** immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

14. In terms of provisions of Section 152, 2/3rd Directors of the Board (excluding the Independent Directors) should be liable to retire by rotation and out of that 2/3rd Directors, 1/3rd shall retire at every AGM. In compliance to the same, Ms. Hina (DIN: 09534689) is liable to retire by rotation at the 8th AGM. Therefore, he offers himself for re-appointment in this AGM.

15. **REQUEST TO MEMBERS**

A. As mandated by the Securities and Exchange Board of India **("SEBI")**, securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

B. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 **("SEBI Circulars")** mandated furnishing of Permanent Account Number **("PAN")**, KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by BigShare Services Private Limited only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by BigShare Services Private Limited in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by BigShare Services Private Limited/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

C. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login and opt-in/opt-out of nomination through the link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login.

- For shares held in physical form by submitting to Bigshare Services Private Limited the forms given below along with requisite supporting documents:

S. No	PARTICULARS	FORM
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

D. Non-Resident Indian members are requested to inform the Company/ Big Share Services Private Limited (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Big Share Services Private Limited as per the requirement of the aforesaid circular.

ANNEXURE A TO THE EXPLANATORY STATEMENT

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE RE-APPOINTMENT OF DIRECTOR IS PROVIDED HEREIN BELOW:

DETAILS OF MR. SOURABH PARNAMI

Name of the Director	Mr. Sourabh Parnami
DIN	05323570
Date of Birth/Age	23/10/1986
Qualification(s)	PCS
Nature of Expertise in specific functional areas	Mr. Sourabh Parnami is a seasoned Practicing Company Secretary with over 14 years of professional experience, having commenced his practice in 2012.
Brief Resume	He specializes in corporate law advisory, secretarial compliance, FEMA matters, SEBI regulations, and transaction structuring for private and listed companies. Over the years, he has successfully handled incorporations, mergers, capital restructuring, NBFC compliances, and due diligence assignments, providing end-to-end corporate solutions to a diverse clientele. He is known for his practical approach and in-depth knowledge of the Companies Act, 2013 and allied laws, Mr. Parnami is committed to delivering timely, compliant, and strategic advisory services to support sustainable business growth.
Terms & Conditions of appointment/ reappointment	**Mr. Sourabh Parnami has been appointment as Independent Director in the capacity of Non-Executive Independent Director of the Company on 11th March, 2026 for a period of 5**

	(Five) consecutive years commencing from 11th March, 2026 till 10th March, 2031 (both days inclusive)
Remuneration last drawn (sitting fees and commission)	N.A.
Remuneration proposed to be paid	N.A.
Date of First Appointment	11th March, 2026
Shareholding: **In the Company** **In the listed entity, including shareholding as a beneficial owner**	N.A.
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.
Number of Board meetings held and attended during the FY 25-26	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 0 Membership: 0 Chairmanship:0
names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is serving as Independent Director of 1 Listed Entity i.e., Raconteur Global Resources Limited and hold membership in Audit Committee and Nomination and Remuneration Committee of Raconteur Global Resources Limited.
listed entities from which the person has resigned in the past three years	N.A.

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	**The Board opines that Mr. Sourabh Parnami fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that he is Independent of the management. Mr. Sourabh Parnami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Sourabh Parnami is a person of integrity and possesses professional qualification.**

DETAILS OF MR. ARVINDER SINGH KOHLI

Name of the Director	Mr. Arvinder Singh Kohli
DIN	08444774
Date of Birth/Age	25/02/1973
Qualification(s)	PCS
Nature of Expertise in specific functional areas	Mr. Arvinder Singh Kohli is an experienced Company Secretary and Banking Professional with more than 20 years of extensive experience in corporate advisory, banking operations, compliance management, and business development.
Brief Resume	Mr. Arvinder Singh Kohli is an experienced Company Secretary and Banking Professional with more than 20 years of extensive experience in corporate advisory, banking operations, compliance management, and business development. Have a strong background in managing complex regulatory requirements and ensuring organizational compliance with statutory and legal provisions. Have strong analytical abilities, excellent communication skills, and attention to detail, along with a proven capability to lead teams, manage operations, and maintain

	long-term client relationships. Currently, he is practicing as a Company Secretary at Kohli Arvinder & Associates, where he provides professional services including: i. Corporate secretarial compliance and advisory ii. Secretarial audits and regulatory filings iii. Company formation and statutory registrations iv. Drafting legal documents and corporate resolutions v. Liaison with regulatory authorities such as **Reserve Bank of India, Income Tax Department of India and Registrar of Companies vi. Representation before Consumer Redressal Commissions
Terms & Conditions of appointment/ reappointment	**Mr. Arvinder Singh Kohli has been appointment as Independent Director in the capacity of Non-Executive Independent Director of the Company on 17th March, 2026 for a period of 5 (Five) consecutive years commencing from 17th March, 2026 till 16th March, 2031 (both days inclusive)**
Remuneration last drawn (sitting fees and commission)	N.A.
Remuneration proposed to be paid	N.A.
Date of First Appointment	17th March, 2026
Shareholding: **In the Company** **In the listed entity, including shareholding as a beneficial owner**	N.A.
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.

Number of Board meetings held and attended during the FY 25-26	N.A.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 1 Membership: 0 Chairmanship:0
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is serving as Independent Director of 1 Listed Entity i.e., Raconteur Global Resources Limited and hold chairmanship in Audit Committee and Nomination and Remuneration Committee of Raconteur Global Resources Limited.
listed entities from which the person has resigned in the past three years	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	**The Board opines that Mr. Arvinder Singh Kohli fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that he is Independent of the management. Mr. Arvinder Singh Kohli is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Arvinder Singh Kohli is a person of integrity and possesses professional qualification.**

DETAILS OF MS. HINA

Name of the Director	Ms. Hina
DIN	DIN: 09534689
Date of Birth/Age	29 Years
Qualification(s)	She has completed Bachelor of Commerce (B. Com)
Nature of Expertise in specific functional areas	She has experience in Accounting and Financial Management and holds a B. Com degree.
Brief Resume	She has experience in Accounting and Financial Management and holds a B. Com degree. Overall, she possesses comprehensive expertise in Accounting aspects, making them a valuable asset in managing the Operational affairs of companies.
Date of First appointment on the Board	14th January 2025
Relationship with other Directors, Manager and Key Managerial Personnel.	No relation
Terms and conditions of ~~appointment or~~ reappointment	Appointment as Director liable to retire by rotation
Remuneration proposed to be paid	NIL
Remuneration last drawn (including sitting fees)	Rs. 3,50,000 p.a. from 1st April, 2025 till 31st March, 2026
Number of meetings of the Board attended during the financial year 2025-26	8
Board Membership in other Indian listed companies and from which the Director has	Nil

resigned in the past three years as on the date of this Notice of AGM	
Chairmanship / membership of committees in other Indian listed companies as on the date of this Notice of AGM	Nil
Directorships in other listed companies	Nil
Name of the entity in which the Director holds committee membership / Chairmanship	She is serving as Executive Director of 1 Listed Entity i.e., Raconteur Global Resources Limited and hold membership in Audit Committee of Raconteur Global Resources Limited.
Shareholding of Non-Executive Directors in the Listed Entity, including shareholding as a Beneficial Owner.	Nil
Performance evaluation report of such Director or summary thereof	Not Applicable

ANNEXURE-B

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Tuesday, 15th September, 2026 (9:00 A.M.) and ends on Thursday, 17th September, 2026 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 11th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on

Type of shareholders	Login Method
	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

Type of shareholders	Login Method
	redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
  - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

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

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

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

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

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

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

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

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

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

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

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

Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)

o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT
(Pursuant to Section 102 of Companies Act, 2013)

ITEM NO. 3 & 4: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

The Members of the Company at its 06th Annual General Meeting ("AGM") held on 22nd August, 2024 had appointed M/s Kapil Sandeep & Associates., Chartered Accountants to hold office for a period of five years.

M/s Kapil Sandeep & Associates, Chartered Accountants, vide their letter dated 13th August, 2026 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditors as envisaged by Section 139(8) of the Companies Act, 2013. In this connection this is to inform the members that in accordance with the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of an auditor is filled by the Board of Directors within thirty day and further approved by the members of the company at a general meeting convened within three months of the recommendation of the Board. Such auditor shall hold the office till the conclusion of the next annual general meeting.

Accordingly, the Audit Committee of the Company in its meeting held on Thursday, 20th August, 2026 M/s. A S Bhutani & Associates, Chartered Accountants to be best suited to handle the audit of the financial statements of the Company, therefore, recommended the proposal:

a) to appoint them as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Kapil Sandeep & Associates, Chartered Accountants; and

b) to appoint them as the Statutory Auditor for a period of Five (5) consecutive years commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2031.

The above proposals were subsequently approved and recommended by the Board of Directors at their meeting held on Thursday, 20th August, 2026 for further approval of the members of the Company.

M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), have conveyed their consent for being appointed as the

Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

In light of the above facts the Board of Directors recommends the passing of the Resolution contained in this Item no. 3 & 4 of the accompanying Notice as an Ordinary Resolutions. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company is concerned or interested in the said resolution.

ITEM NO. 5: APPOINTMENT OF MR. SOURABH PARNAMI (DIN: 05323570) AS INDEPENDENT DIRECTOR OF THE COMPANY

Post reviewing of confirmation of Independence received from Mr. Sourabh Parnami (DIN: 05323570), under Section 149(6) of the Companies Act, 2013 **("the Act")** and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 11th March, 2026 has considered and approved the appointment of Mr. Sourabh Parnami as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 11th March, 2026 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Mr. Sourabh Parnami (DIN: 05323570) is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs **("IICA")** and he has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 11th March, 2026.

The Company has received declaration from Mr. Sourabh Parnami that he did not have or had any prior transaction/association with the Company, its Directors, Promoters.

The Board opines that Mr. Sourabh Parnami fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that he is Independent of the management. Mr. Sourabh Parnami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Sourabh Parnami is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A.**

The Board in its meeting held on 11th March, 2026 has recommended to the shareholders the appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 11th March, 2026 till 10th March, 2031 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 5 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Sourabh Parnami and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 6: APPOINTMENT OF MR. ARVINDER SINGH KOHLI (DIN: 08444774) AS INDEPENDENT DIRECTOR OF THE COMPANY

Post reviewing of confirmation of Independence received from Mr. Arvinder Singh Kohli (DIN: 08444774), under Section 149(6) of the Companies Act, 2013 **("the Act")** and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 18th March, 2026 has considered and approved the appointment of Mr. Arvinder Singh Kohli as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 18th March, 2026 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Mr. Arvinder Singh Kohli (DIN: 08444774) is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs **("IICA")** and he has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 18th March, 2026.

The Company has received declaration from Mr. Arvinder Singh Kohli that he did not have or had any prior transaction/association with the Company, its Directors, Promoters.

The Board opines that Mr. Arvinder Singh Kohli fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that he is Independent of the management. Mr. Sourabh Parnami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Arvinder Singh Kohli is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A.**

The Board in its meeting held on 18th March, 2026 has recommended to the shareholders the appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 18th March, 2026 till 17th March, 2031 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Arvinder Singh Kohli and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 7 & 8:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 **(the "Act")** and the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(the "ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the "Listing Regulations")**, as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares and warrants on a preferential basis to Non-Promoters/ Public Shareholders of the Company **("Proposed Allottees")**.

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date;

2. All equity shares, if any held by the proposed allottees in the issuer are in dematerialized form;

3. The shareholding of the Proposed Allottees in the Company is as follows:

The Shareholding of the Proposed Allottees for Preferential Issue of Warrants convertible into Equity Shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Warrants to be allotted	Post Preferential Issue Holding		
		Category (Promoter/ Promoter Group/ Public)	No. of Equity Shares	% of holding		Category (Promoter/ Promoter Group/ Public)	No. of Equity Shares	% of the holding
1	SN Capital Management Private Limited	Public	714285	5.38	8,00,000	Public	15,14,285	3.60
2	MCPS Estate LLP	Public	0	0	16,00,000	Public	16,00,000	3.81
3	Yogesh Singh Rana	Public	0	0	12,80,000	Public	12,80,000	3.05
4	Abhineet Sapra	Public	178571	1.34	8,00,000	Public	9,78,571	2.33
5	Radha Sapra	Public	178571	1.34	8,00,000	Public	9,78,571	2.33
6	Boolean Ventura Private Limited	Public	0	0	40,00,000	Public	40,00,000	9.52
7	Grip Assets Management Private Limited	Public	0	0	40,00,000	Public	40,00,000	9.52
8	Rally Infra Private Limited	Public	0	0	8,00,000	Public	8,00,000	1.90
9	Rally Project Limited	Public	0	0	8,00,000	Public	8,00,000	1.90
10	Rally Decor Limited	Public	0	0	8,00,000	Public	8,00,000	1.90
11	Natures Heavens India Private Limited	Public	714285	5.38	28,72,000	Public	35,86,285	8.53
12	Max Bio Biosciences Private Limited	Public	0	0	28,88,000	Public	28,88,000	6.87
13	Sumit Narula	Public	0	0	16,00,000	Public	16,00,000	3.81
14	Srishti Abrol	Public	0	0	1,60,000	Public	1,60,000	0.38
	Total		**1785712**	**13.45**	**2,32,00,000**		**2,49,85,712**	**59.45**

The Shareholding of the Proposed Allottees for Preferential Issue of Equity shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Equity shares to be allotted	Post Preferential Issue Holding		
		Category (Promoter/ Promoter Group/Public)	No. of Equity Shares	% of the holding		Category (Promoter/ Promoter Group/Public)	No. of Equity Shares	% of the holding
1	Atharva Professional Consultants LLP	Public	714286	5.38	8,00,000	Public	15,14,286	3.60

4. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

5. The Company has obtained the Permanent Account Numbers of the proposed allottees.

6. The Equity Shares will be issued in Dematerialised form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business as required under Section 42 and 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of ICDR Regulations are enumerated as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating to **INR 30,00,00,000/-** (Indian Rupees Thirty Crore Only) through the proposed Preferential Issue. The proceeds of the Preferential

Issue shall be utilized towards furtherance of its object as detailed below.

Particulars	Proposed % age of Fund Utilization	Proposed Amount (in INR) for Fund Utilization
The Company shall invest the 75% of the Issue amount in its subsidiary compan(ies) by way of equity capital contribution / providing financial assistance by way of loan, for fundi ng its business operations/ expansion and development of real estate projects and other activities falling within the main objects of the subsidiary."	75%	22,50,00,000/-
General Corporate Purpose	25%	7,50,00,000/-
Total	**100 %**	**30,00,00,000/-**

In terms of the BSE Circular No. 20221213-47 dated 13th December, 2022, as amended, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

b) Total/Maximum number of securities to be issued

Warrants convertible into Equity Shares: **2,32,00,000** (Two Crore Thirty-Two Lakh) warrants convertible into equity share at price a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share (including INR 2.5/- {Indian Rupees Two point five. only} as Premium) ("Issue Price") per share aggregating up to INR 29,00,00,000.00 /- (Indian Rupees Twenty-nine Crore Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

Equity Shares: **8,00,000** (Eight Lakh) Equity Shares at a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share

INR 2.5/- {Indian Rupees Two point five. only} as Premium) ("Issue Price") per share aggregating up to INR 10000000/- (Indian Rupees One Crore Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

c) **<u>Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)</u>**

Pricing for the proposed issue is arrived in accordance with provisions of Regulation 164(1) of the SEBI ICDR Regulations, 2018, and the Valuation has been carried out by Mr. Sandeep Agarwal, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2020/13344) Valuation Report dated **Thursday, 20th August, 2026** in accordance with provisions of Regulation 164(1) of SEBI ICDR Regulations.

Further, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) read with Regulation 166A of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum issue price has been computed as **Rs. 12.206** per share.

Further, the Board of Directors have decided to issue shares at a price of **Rs**.**12.5/-** per share including premium of **Rs.2.5/-** per share. The Vaultion report as received from the registered valuer is also available on the website of the company i.e.https://rgrl.in/wp-content/uploads/2026/08/Valuation-Report_RGRL.pdf

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) read with of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Amandeep Singh Bhutani, Proprietor of M/s A S Bhutani & Associates, Statutory Auditors of the Company [Membership No. 529828, FRN-029646N) dated **Thursday, 20th August, 2026**, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: https://rgrl.in/wp-content/uploads/2026/08/Certificate_Raconteur-Global-Resources-Limited-MSP.pdf

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

d) **Amount which the company intends to raise by way of such securities;**

Consideration other than Cash: NA

Cash Consideration: INR 30,00,00,000/- (Indian Rupees Thirty Crore Only) consisting of **INR 24,00,00,000** (Indian Rupees Twenty-Four Crore Only) as Share Capital and **INR 6,00,00,000/-** (Indian Rupees Six Crore Only) as Securities Premium.

e) **Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be **Wednesday, 19th August, 2026**. The AGM is scheduled to be held on **Friday, 18th September, 2026,** and for the purpose of the relevant date, the date 30 days prior to the date of AGM will be considered which falls on **Wednesday, 19th August, 2026.**

f) **The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of equity shares and warrants are proposed to be made to the Non-Promoters/Public shareholders of the Company.

g) **Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to**

the offer

Except Mr. Surinder Kalra, Whole-time director of the company being Ultimate Beneficial Owners of Max Bio Biosciences Private Limited no other Promoter, Director, Key Managerial Personnel or member of the Senior Management of the Issuer intends to subscribe to the Equity Shares and Warrants proposed to be issued pursuant to the Preferential Issue.

h) **Time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity shares and warrants shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed equity shares and warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

i) **Identity of the natural persons who are the Ultimate Beneficial Owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees**

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE-PREFERENTIAL SHAREHOLDING*	POST-PREFERENTIAL SHAREHOLDING#	POST PREFERENTIAL SHAREHOLDING (%)
1.	SN Capital Management Private Limited	Public	Naveen Parashar	714285	15,14,285	3.60
2.	MCPS Estate LLP	Public	Praveen Sehgal	0	16,00,000	3.81
3	Boolean Ventura Private Limited	Public	Sarfaraz Mallick	0	40,00,000	9.52
4	Grip Assets Management Private Limited	Public	Neha Abrol	0	40,00,000	9.52
5	Rally Infra Private Limited	Public	Vikas Sharma	0	8,00,000	1.90

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE-PREFERENTIAL SHAREHOLDING*	POST-PREFERENTIAL SHAREHOLDING#	POST PREFERENTIAL SHAREHOLDING (%)
6	Rally Project Limited	Public	Vikas Sharma	0	8,00,000	1.90
7	Rally Decor Limited	Public	Vikas Sharma	0	8,00,000	1.90
8	Natures Heavens India Private Limited	Public	Neha Abrol	714285	35,86,285	8.53
9	Max Bio Biosciences Private Limited	Public	Surinder Kalra	0	28,88,000	6.87

Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE-PREFERENTIAL SHAREHOLDING*	POST-PREFERENTIAL SHAREHOLDING#	POST PREFERENTIAL SHAREHOLDING (%)
1	Atharva Professional Consultants LLP	Public	Mukesh Sukhija & Pooja Bhatia	714286	15,14,286	3.60

Note:

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares and warrants hat may be allotted.

2. Pre-issue shareholding is as on **2nd July, 2026.**

3. Post Preferential Shareholding/Diluted Capital and percentage has been calculated assuming all equity shares to be issued under the said issue.

4. There shall not be any change in control consequent to the present preferential issue of warrants and equity shares.

j. **The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company**

that would occur consequent to the Preferential Issue

Pursuance to the allotment of equity shares and warrants, the below mentioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

Warrants convertible into Equity Shares:

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1.	SN Capital Management Private Limited	3.60
2.	MCPS Estate LLP	3.81
3.	Yogesh Singh Rana	3.05
4.	Abhineet Sapra	2.33
5.	Radha Sapra	2.33
6.	Boolean Ventura Private Limited	9.52
7.	Grip Assets Management Private Limited	9.52
8.	Rally Infra Private Limited	1.90
9.	Rally Project Limited	1.90
10.	Rally Decor Limited	1.90
11.	Natures Heavens India Private Limited	8.53
12.	Max Bio Biosciences Private Limited	6.87
13.	Sumit Narula	3.81
14.	Srishti Abrol	0.38

Equity Shares:

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1	Atharva Professional Consultants LLP	3.60

k) **The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter**

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1.	SN Capital Management Private Limited	Non-Promoter	Non-Promoter
2.	MCPS Estate LLP	Non-Promoter	Non-Promoter
3.	Yogesh Singh Rana	Non-Promoter	Non-Promoter
4.	Abhineet Sapra	Non-Promoter	Non-Promoter
5.	Radha Sapra	Non-Promoter	Non-Promoter

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
6.	Boolean Ventura Private Limited	Non-Promoter	Non-Promoter
7.	Grip Assets Management Private Limited	Non-Promoter	Non-Promoter
8.	Rally Infra Private Limited	Non-Promoter	Non-Promoter
9.	Rally Project Limited	Non-Promoter	Non-Promoter
10.	Rally Decor Limited	Non-Promoter	Non-Promoter
11.	Natures Heavens India Private Limited	Non-Promoter	Non-Promoter
12.	Max Bio Biosciences Private Limited	Non-Promoter	Non-Promoter
13.	Sumit Narula	Non-Promoter	Non-Promoter
14.	Srishti Abrol	Non-Promoter	Non-Promoter

Equity Shares:

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1.	Atharva Professional Consultants LLP	Non-Promoter	Non-Promoter

l) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** NOT APPLICABLE

m) **Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable as the allotment is proposed to be made for consideration in cash only.

n) **Shareholding pattern of the Company before and after the Preferential Issue**

The Details of shareholding of the Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-C** to this Notice.

o) **Undertakings**

i) The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

iii) None of the Company, its Directors or Promoters has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

iv) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

v) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.

vi) As the Equity Shares have been listed for a period of more than 240 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

vii) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) **Practicing Company Secretary's Certificate**

Th certificate in terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 from Mr. Devender Singh, Practicing Company Secretary [Membership No. A76094, COP-28056) certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, 2018 shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://rgrl.in/wp-content/uploads/2026/08/CERTIFICATE-_PCS_163-2_sd.pdf

q) **Particulars of the Preferential Issue including date of passing of Board resolution**

Issue of Warrants convertible into equity shares: The Board of Directors at its meeting held on **Thursday, 20th August, 2026** has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to a maximum of: 2,32,00,000 (Two Crore Thirty-Two Lakh) Warrants convertible into Equity Shares at a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share (including INR 2.5/- {Indian Rupees Two point five only as Premium) ("Issue Price") per share aggregating to INR 29,00,00,000.00 /- (Indian Rupees Twenty-nine crore Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

Issue of Equity Shares: The Board of Directors at its meeting held on **Thursday, 20th August, 2026** has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to a maximum of 8,00,000 (Eight Lakh) Equity Shares at a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share (including INR 2.5/- {Indian Rupees Two point five only as Premium) ("Issue Price") per share aggregating up to INR 10000000/- (Indian Rupees One Crore Only) for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws

r) **Principal terms of assets charged as securities**

Not applicable.

s) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t) Lock-in Period

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

u) Other Disclosures

i) During the period from 1st April, 2026 until the date of Notice of this AGM, the Company has not made any issue of equity shares.

ii) Since the Equity Shares of the Company are listed on Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. The Vaultion Report has been obtained from **Mr. Sandeep Agrawal**, a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (IBBI) having Membership No.

IBBI/RV/06/2020/13344 dated Thursday, 20th August, 2026 in accordance with provisions of Regulation166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: https://rgrl.in/wp-content/uploads/2026/08/Valuation-Report_RGRL.pdf

iii) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23(1)(b), 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and warrants to the Non-Promoters/Public shareholders is being sought by way of a Special Resolution as set out in the said item no. 7 & 8 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 7 & 8 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the passing of this Special Resolution as set out at Item No. 7 & 8 of this Notice except and to the extent of their shareholding in the Company.

ANNEXURE C

SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	**Promoters & Promoter Group Share holding**				
1	**Indian**				
A	Individual	736	0.01	736	0.002
B	Family Trust	0	0	0	0
C	Bodies corporate	0	0	0	0
	Sub-Total (A)(1)	**736**	0.01	**736**	**0.002**
2	**Foreign**				
a	Individual	**0**	0	**0**	0
b	Bodies corporate	0	0	0	0
	Sub-total (A)(2)	**0**	**0**	**0**	**0**
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	**736**	**0.01**	**736**	**0.002**
B	**Non-Promoters/ Public Share Holding**				
1	**Institutional investors**	0	0	0	0
	Sub-total (B)(1)	0	0	0	0
2	**Central Government/ State Government**	0	0	0	0
	Sub-total (B)(2)	0	0	0	0
3	Non-institution	0	0	0	0
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	1198773	9.03	1198773	2.85
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	3720681	28.02	8467823	20.15
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	7996053	60.22	31998910	76.14
	Non-Resident Indians	0	0.00	0	0.00
	Resident Indian HUF	358400	2.70	358400	0.85
	Trusts	0	0	0	0
	Clearing Member	3200	0.02	3200	0.01
	Firm	0	0	0	0
	Sub- Total (B) (3)	**13277107**	**99.99**	**42027106**	**99.998**
	Total Public Shareholding (B)	**13277107**	**99.99**	**42027106**	**99.998**
	Total (A) +(B)	**13277843**	**100**	**42027842**	**100**
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	**13277843**	**100**	**42027842**	**100**

BOARD REPORT

To,
The Members,
Raconteur Global Resources Limited

Your directors have pleasure in presenting the 8th Board of Director's Report of your Company together with the Consolidated and Standalone Audited Financial Statements along with Auditors' Report for the Financial Year ended 31st March, 2026.

1. FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS

(a) Financial Highlights and Operational Overview

The performance of your Company for the Financial Year ended on 31st March, 2026 is summarized below:

(Amount in Lakhs)

Particulars	Standalone		Consolidated	
	Current Year	Previous Year	Current Year	Previous Year
Total Income	783.73	50.74	795.83	50.74
Total Expenses	1,457.39	34.32	2,928.68	34.32
Profit/ (Loss) Before Exceptional Item	**(673.66)**	**16.42**	**(2,132.85)**	**16.42**
Exceptional Item	0	0	0	0
Profit Before Tax	**(673.66)**	**16.42**	**(2,132.85)**	**16.42**
Tax Expenses				
Current Tax	0	0	0	0
Deferred Tax	1.10	0	1.11	0
Profit/(Loss) after Tax	**(674.76)**	**16.42**	**(2133.96)**	**16.42**
Earnings per share				
Basic	**-8.44**	**0.31**	**-23.75**	**0.31**
Diluted	**-8.44**	**0.31**	**-23.75**	**0.31**

(i) Highlights of the Company's Performance (Standalone) for the year ended 31st March, 2026 are as under:

During the year, your Company recorded Total Standalone Turnover Revenue of Rs. 783.73 Lakhs (previous year Rs. 50.74 Lakhs). The Company has recorded a Net Loss of Rs. 673.66 Lakhs during the Financial Year ended 31st March, 2026 as compared to Net Profit of Rs. 16.42 Lakhs in the previous year.

(ii) Highlights of the Company's Performance (Consolidated) for the year ended 31st March, 2026 are as under:

During the year, your Company recorded Total Consolidated Turnover Revenue of Rs. 795.83 Lakhs (previous year Rs. 50.74 Lakhs). The Company has recorded a Net Loss of Rs. 2,132.85 Lakhs during the Financial Year ended 31st March, 2026 as compared to Net Profit of Rs. 16.42 Lakhs in the previous year.

(b) <u>Capital Structure</u>

The Authorized Share Capital as at 31st March, 2026 stood at Rs. 48,00,00,000/- (Rupees Forty Eight Crores only) divided into 48000000 (Four Crore Eighty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and the paid-up Equity Share Capital as at 31st March, 2026 stood at Rs. 10,77,78,440/- (Rupees Ten Crores Seventy Seven Lakhs Seventy Eight Thousand Four Hundred Forty Only) divided into 10777844 (One Crore Seven Lakh Seventy Seven Thousand Eight Hundred Forty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.

Changes during the financial year in Capital Structure

Authorized Share Capital:

The company at its Annual General Meeting held on 25th July, 2025 has increased the Authorized Share Capital from Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 7000000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) divided into 48000000 (Four Crore Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Paid Up Share Capital:

During the year under review, the company has made allotment of 5564283 (Fifty Five Lakhs Sixty Four Thousand Two Hundred Eighty Three) Equity Shares on 18th March, 2026 via Preferential Allotment which was duly approved by the members of the Company in their Extra Ordinary General Meeting held on 9th January, 2026.

Therefore, the company's paid up share capital as on 31st March, 2026 stands at Rs. 10,77,78,440/- (Rupees Ten Crores Seventy Seven Lakhs Seventy Eight Thousand Four Hundred Forty Only).

Further, after the closure of financial year, the Board of Directors at their Meeting held on 02nd July, 2026 has allotted 2499999 (Twenty Four Lakhs Ninety Nine Thousand Nine Hundred Ninety Nine) Equity Shares of Rs. 10/- (Rupees Ten Only) pursuant to conversion of warrants.

Therefore, the company's paid up share capital as on report date i.e., 22nd July, 2026 stands at Rs. 13,27,78,430/- (Rupees Thirteen Crore Twenty Seven Lakh Seventy Eight Thousand Four Hundred and Thirty only).

(c) <u>Transfer to Reserves in Terms of Section 134 (3) (J) of the Companies Act, 2013</u>

For the Financial Year ended 31st March, 2026, the Company has not proposed to carry any amount to the General Reserve Account.

(d) Dividend

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended 31st March, 2026.

(e) Loans

As on 31st March, 2026 the company have NIL Secured Loans. The details of the unsecured loans taken by the company are elaborated under the financial statements for the financial year ended on 31st March, 2026.

(f) Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There are no other material changes and commitments occurred which affect the financial position of the Company between the end of the financial year and date of report except allotment of 2499999 Equity Shares pursuant to conversion of the Warrants into Equity Shares in its Board meeting held on 02nd July, 2026.

(g) Reclassification

During the year under review there was no re-classification requests received by the Company.

2. PUBLIC DEPOSITS

During the year under review, your Company did not accept any deposits from the public in terms of the provisions of Chapter V of the Companies Act, 2013.

3. CHANGE IN THE NATURE OF THE BUSINESS

During the period under review, there is no change in the nature of business.

4. REGULATORY STATEMENT

In conformity with the provision of Regulation 34 of SEBI (Listing Obligations Disclosure Requirements), Regulations, 2015, the required disclosures for the year ended 31st March, 2026 are annexed hereto.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. CHANGES IN BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

CHANGES IN BOARD OF DIRECTORS

During the Financial Year ended 31st March, 2026, the following changes were made in the Board of Directors of the Company:

1) On receiving recommendation of the Nomination and Remuneration Committee, the Board appointed Ms. Hina (DIN: 09534689) as Additional Director (Executive) of the Company and further changed her Designation to Whole Time Director of the Company with effect from 14th January, 2025. Further her appointment was regularized by shareholders at their Extra-Ordinary General Meeting held on 2nd May, 2025.

2) On receiving recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Surinder Kalra (DIN: 10779178) as Additional Director (Executive) of the Company and further changed his Designation to Whole Time Director of the Company with effect from 14th January, 2025. Further his appointment was regularized by shareholders at their Extra-Ordinary General Meeting held on 2nd May, 2025.

3) On receiving recommendation of the Nomination and Remuneration Committee, appointed Mr. Shah Adnan Khan (DIN: 10985412) as Additional Director (Executive) of the Company and further changed his

Designation to Whole Time Director of the Company with effect from 19th March, 2025. Further his appointment was regularized by shareholders at their Extra-Ordinary General Meeting held on 2nd May, 2025.

4) Mr. Shah Adnan Khan (DIN: 10985412) Resigned from the office of Whole Time Director of the Company w.e.f. 15th May, 2025, due to preoccupation.

5) On receiving recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Yogesh Singh Rana (DIN: 05304811) as Additional Director (Executive) of the Company and further changed his Designation to Whole Time Director of the Company with effect from 15th May, 2025. Further his appointment was regularized by shareholders dated 17th June, 2025 via conducting Postal Ballot.

6) Mr. Asdulla Mehfuzali Khan (DIN: 10388973) Resigned from the office of Non-Executive Independent Director of the Company w.e.f. 10th March, 2026, due to preoccupation.

7) Mr. Tushar Virendra Pratap Singh (DIN: 10388 960) Resigned from the office of Non-Executive Independent Director of the Company w.e.f. 10th March, 2026, due to preoccupation.

8) On receiving recommendation of the Nomination and Remuneration Committee, the board appointed Mr. Sourabh Parnami (DIN: 05323570) as Additional Director (Non-Executive Independent Director) of the Company w.e.f. 11th March, 2026 till the date of the ensuing general meeting of the Company.

9) On receiving recommendation of the Nomination and Remuneration Committee, the board appointed Mr. Gowhar Parveen Mallick (DIN: 11225598) as Additional Director (Non-Executive) of the Company

w.e.f. 14th November, 2025. Further his appointment was regularized by shareholders at their Extra-Ordinary General Meeting held on 9th January, 2026.

10) On receiving recommendation of the Nomination and Remuneration Committee, the board appointed Mr. Arvinder Singh Kohli (DIN: 08444774) as Additional Director (Non-Executive Independent Director) of the Company w.e.f. 18th March, 2026 till the date of the ensuing general meeting of the Company.

B. CHANGES IN KEY MANAGERIAL PERSONNEL

The following changes were made in the Key Managerial Personnel of the Company during the Financial Year ended 31st March, 2026;

1) Ms. Hina was appointed as Chief Financial Officer of the Company w.e.f. 27th May, 2025.

2) Mr. Anurag Garg service terminated from the office of Company Secretary & Compliance Officer of the Company with effect from 4th September, 2025.

3) Ms. Priya Mathur was appointed as Company Secretary & Compliance Officer of the Company with effect from 15th December, 2025.

4) Mr. Priya Mathur resigned from the office of Company Secretary & Compliance Officer of the Company with effect from 10th March, 2026.

5) Further, after closure of the financial year, Ms. Radhika Sood was appointed as Company Secretary & Compliance Officer of the Company with effect from 09th June, 2026.

C. RETIREMENT BY ROTATION

Pursuant to Section 152 of the Companies Act, 2013 and the

Articles of Association of the Company, Ms. Hina (DIN: 09534689) is liable to retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

D. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company met one time during the year where all the independent directors were present under the requirement of the Companies Act, 2013. The Meeting of Independent Directors was held on 31st March, 2026.

E. DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

The Company has received necessary declarations from each Independent Director of the Company confirming that they met with the criteria of independence as laid down in sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

The Board is in the opinion that the directors of the company (including independent directors) are of integrity, expertise and experience (including the proficiency) who was appointed during the financial year.

F. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

A policy on familiarization program for independent directors has also been adopted by the Company. All new Independent Directors inducted to the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures. Framework for Familiarization Programme for the Independent Directors and the details of Familiarization Programme imparted to Independent Directors are made available on the website of the Company at https://rgrl.in/stakeholders-information/.

G. **KEY MANAGERIAL PERSONNEL OF THE COMPANY**

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on the date of this report are Mr. Surinder Kalra (DIN: 10779178) and Mr. Yogesh Singh Rana (DIN: 05304811), Whole Time Directors, Ms. Hina (DIN: 09534689) Whole Time Director and Chief Financial Officer and Ms. Radhika Sood, Company Secretary and Compliance Officer of the Company.

H. **ATTRIBUTES, QUALIFICATIONS AND APPOINTMENT OF DIRECTORS**

The Nomination and Remuneration Committee has adopted the attributes and qualifications as provided in Section 149(6) of the Act and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, in respect of Independent Directors. The Committee has also adopted the same attributes and qualifications, to the extent applicable, in respect of Non-Independent Directors. All the Non-Executive Directors of the Company fulfil the fit and proper criteria for appointment as Directors. Further, all Directors of the Company, other than Independent Directors are liable to retire by rotation. One-third of the Directors who are liable to retire by rotation, retire every year and are eligible for re-election.

I. **REMUNERATION POLICY**

The Board, on the recommendation of the Nomination and Remuneration Committee, approved the Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company, a copy of which is available on the website of the Company at https://rgrl.in/stakeholders-information/. The Policy is attached herewith the Report and marked as **ANNEXURE-I.**

J. BOARD EVALUATION

The Board carried out formal annual evaluation of its own performance and that of the individual Directors as also functioning of the Board Committees pursuant to the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015) and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017, as required in terms of Section 134 (3) (p) of the Act. The performance evaluation of the Board, its committees and individual Directors was based on criteria approved by the Nomination and Remuneration Committee. The Directors expressed their satisfaction with the overall evaluation process. In the separate meeting of Independent directors, performance of non-independent directors, the Chairman of the Board and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

6. NUMBER OF BOARD MEETINGS

During the year ended 31st March, 2026, the Board met 08 (Eight) times. The Intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 (the "Act"). Required quorum was present throughout each meeting as per the requirement of the said Act.

S.NO.	Date of Meeting	Total Number of directors associated as on the date of meeting	Number of directors attended	% of attendance
1	05th April, 2025	5	5	100
2	15th May, 2025	6	6	100
3	27th May, 2025	6	6	100
4	30th June, 2025	6	6	100

.	Date of Meeting	Total Number of directors associated as on the date of meeting	Number of directors attended	% of attendance
5	14th November, 2025	6	6	100
6	13th December, 2025	7	7	100
7	11th March 2026	5	5	100
8	18th March 2026	6	6	100

7. BOARD COMMITTEES AND MEETINGS

As on 31st March, 2026, the Company has 3 (Three) Board Committees with the following members:

Audit Committee	Mr. Arvinder Singh Kohli Mr. Sourabh Parnami Ms. Hina	Chairperson-Independent Director Member-Independent Director Member-Whole-Time Director
Nomination and Remuneration Committee	Mr. Arvinder Singh Kohli Mr. Sourabh Parnami Ms. Gowhar Parveen Mallick	Chairperson-Independent Director Member-Independent Director Member- Non-Executive Director
Stakeholders Relationship Committee	Mr. Arvinder Singh Kohli Mr. Saurabh Parnami Ms. Gowhar Parveen Mallick	Chairperson-Independent Director Member-Independent Director Member- Non-Executive Director

Changes occurred in Audit Committee:

- Mr. Arvinder Singh Kohli was designated as Chairperson of the committee in place of Mr. Tushar Virendra Pratap Singh who resigned from his office w.e.f. 10th March, 2026 by the Board via passing Resolution in Board Meeting dated 18th March, 2026.

- Mr. Sourabh Parnami was designated as member of the committee in place Mr. Asdulla Mehfuzali Khan who has resigned w.e.f. 10th March, 2026 by the Board via passing Resolution in Board Meeting dated 11th March, 2026.

Changes occurred in Nomination and Remuneration Committee:

- Mr. Arvinder Singh Kohli was designated as Chairperson of the committee in place of Mr. Tushar Virendra Pratap Singh who resigned from his office w.e.f. 10th March, 2026 by the Board via passing Resolution in Board Meeting dated 18th March, 2026.

- Mr. Sourabh Parnami was designated as member of the committee in place Mr. Asdulla Mehfuzali Khan who has resigned w.e.f. 10th March, 2026 by the Board via passing Resolution in Board Meeting dated 11th March, 2026.

Changes occurred in Stakeholders Relationship Committee:

- Mr. Arvinder Singh Kohli was designated as Chairperson of the committee in place of Mr. Tushar Virendra Pratap Singh who resigned from his office w.e.f. 10th March, 2026 by the Board via passing Resolution in Board Meeting dated 18th March, 2026.

- Mr. Sourabh Parnami was designated as member of the committee in place Mr. Asdulla Mehfuzali Khan who has resigned w.e.f. 10th March, 2026 by the Board via passing Resolution in Board Meeting dated 11th March, 2026.

THE DETAILS OF THE AUDIT COMMITTEE MEETING HELD DURING THE YEAR ARE AS FOLLOWS:

During the year ended 31st March, 2026, 5 (Five) Meetings of the Committee were held on:

S.NO	Date of Meeting	Total Number of Members entitled to attend Committee meeting	Number of directors Attended	% of attendance
1	27th May, 2025	3	3	100
2	26th July, 2025	3	3	100
3	14th November, 2025	3	3	100
4	03rd December, 2025	3	3	100
5	18th March, 2026	3	3	100

THE DETAILS OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING HELD DURING THE YEAR ARE AS FOLLOWS:

During the year ended 31st March, 2026, 6 (Six) Meetings of the Nomination and Remuneration Committee were held on:

S.NO	Date of Meeting	Total Number of Members entitled to attend Committee meeting	Number of directors Attended	% of attendance
1	15th May, 2025	3	3	100
2	27th May, 2025	3	3	100
3	14th November, 2025	3	3	100
4	13th December, 2025	3	3	100
5	11th March, 2026	1	1	100
6	18th March, 2026	2	2	100

THE DETAILS OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE MEETING HELD DURING THE YEAR ARE AS FOLLOWS:

During the year ended 31st March, 2026, 4 (Four) meetings of Stakeholder's Relationship Committee were held on:

S.NO	Date of Meeting	Total Number of Members entitled to attend Committee meeting	Number of directors Attended	% of attendance
1	15th May, 2025	3	3	100
2	21st July, 2025	3	3	100
3	14th November, 2025	3	3	100
4	06th February, 2026	3	3	100

8. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Act, your Board of Directors to the best of their knowledge and ability confirm that: -

i) in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed with proper explanation relating to material departures, if any;

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

iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

iv) they have prepared the Annual Accounts on a going concern basis;

v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively;

vi) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

9. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As on March 31, 2026, the Company has 3 (Three) subsidiaries, including 2 (two) wholly owned subsidiaries of the Company.

Further during the year the company incorporated a wholly owned subsidiary named as Trustfield Project and Infra Limited. However, the wholly owned subsidiary has not commenced any business operations since its incorporation and, accordingly after the closure of financial year, the Board has approved making an application to the Registrar of Companies for removal of its name from the Register of Companies by way of voluntary strike-off.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Company's subsidiaries has been annexed in the prescribed Form **AOC-1.**

10. LISTING INFORMATION

The Equity Shares of the Company are presently listed on SME Platform of BSE Limited and Annual listing fee for the financial year 2026- 27 has been duly paid.

11. DEMATERIALIZATION OF SHARES

The securities of the Company are admitted with NSDL and CDSL, the ISIN allotted to the Company is INE00WY01013

12. DETAILS OF INVESTOR'S GRIEVANCES/ COMPLAINTS

There were NIL Investor complaints received and resolved during the year. The pending Complaints of the Shareholders/ Investors registered with SEBI at the end of the current financial year ended on 31st March, 2026 are NIL. There were no pending requests for share transfer/dematerialization of shares as of 31st March, 2026.

13. REPORT ON CORPORATE GOVERNANCE

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions. Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C , D and E of Schedule V are not applicable to the Company. However, the Company is in compliance to the extent of applicable sections of Companies Act 2013 with regard to Corporate Governance.

14. CORPORATE SOCIAL RESPONSIBILITY

As the Company's Net Worth, Turnover or Net Profit is below the limit prescribed under Section 135 of the Companies Act, 2013 and hence provisions pertaining to CSR is not applicable to your Company.

15. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company provides a gender friendly workplace, during the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The company has complied with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

There are no employees drawing remuneration in excess of the limits set out in the said Rules during the financial year. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

The Ratio of the remuneration of each director and key managerial personnel to the median remuneration of the employees of the Company for the financial year 2025-26:

S. No.	Name	Designation	Ratio
1	Mr. Surinder Kalra	Whole Time Director	Nil
2	Ms. Hina	Whole Time Director	0.88
3	Mr. Yogesh Singh Rana	Whole Time Director	Nil
4	Mr. Gowhar Parveen Mallick	Non-Executive Director	Nil
5	Mr. Arvinder Singh Kohli	Independent Director	Nil
6	Mr. Sourabh Parnami	Independent Director	Nil
7	Mr. Priya Mathur	Company Secretary and Compliance Officer	0.38
8	Mr. Anurag Garg	Company Secretary and Compliance Officer (terminated w.e.f. 04th September, 2025)	0.74

Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Director & Company Secretary or Manager in the financial year 2025-26:

S. No.	Name	Designation	Ratio
1	Mr. Surinder Kalra	Whole Time Director	Nil
2	Ms. Hina	Whole Time Director	0.88
3	Mr. Yogesh Singh Rana	Whole Time Director	Nil
4	Mr. Gowhar Parveen Mallick	Non-Executive Director	Nil
5	Mr. Arvinder Singh Kohli	Independent Director	Nil
6	Mr. Sourabh Parnami	Independent Director	Nil
7	Mr. Priya Mathur	Company Secretary and Compliance Officer	0.38
8	Mr. Anurag Garg	Company Secretary and Compliance Officer (terminated w.e.f. 04th September, 2025)	0.74

- Percentage increase in Median remuneration of employees in financial year 2025-26: Nil
- Number of permanent employees on rolls of the Company as on 31st March, 2026: 4
- Average percentile increases 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: NIL
- Average remuneration increase for Non-Managerial Personnel of the Company during the financial year was NIL.

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

16. MAINTENANCE OF COST RECORDS AS SPECIFIED UNDER SECTION 148 OF THE COMPANIES ACT, 2013

The provisions of maintenance of cost records as specified under sub-Section (1) of Section 148 of the Companies Act, 2013 is not applicable to the company and accordingly accounts and records are not required to be maintained as per the provisions of this Section.

17. RISK MANAGEMENT

The Board of Directors has formally approved the Company's Risk Management Policy, establishing a comprehensive framework to identify, assess, and mitigate risks inherent in our operations, financial activities, and compliance obligations. This framework is integral to our strategic planning and execution, ensuring that potential risks are systematically managed to support the Company's objectives. Responsibility for risk management is embedded at all levels of the organization. Managers and officers are accountable for managing risks within their domains, fostering a culture of risk awareness and accountability. The Board receives annual updates on the risk management framework's performance, ensuring oversight and strategic alignment.

18. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since, there was no unpaid/unclaimed dividend declared and paid in the previous years, the provision of Section 125 of the Companies Act, 2013 do not apply.

19. CLASS OF SHARES

As on date, the company has only class of share capital i.e. Equity shares of INR 10/- each.

20. INTERNAL FINANCIAL CONTROLS AND INTERNAL AUDIT

The Company has adequate internal financial controls with respect to the financial statements, commensurate with the size and scale of the operations of the Company. During the year such controls were tested and no reportable material weakness in operation has been observed. Internal audit of the Company has been carried out during the year. The Audit Committee reviews the internal audit findings, provides guidance on internal controls and ensures that the internal audit recommendations are implemented.

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The company has not provided any guarantee in respect of the loan, any loan or haven't made any investment in the securities of the other body corporate.

22. DISCLOSURES IN COMPLIANCE WITH THE ACCOUNTING STANDARD ON RELATED PARTY DISCLOSURES

During the year ended 31st March, 2026, the Company has not entered into any Related Party Transactions. Hence Form AOC-2 is not applicable. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the website of the Company at https://rgrl.in/stakeholders-information/

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS / TRIBUNALS

During the year under review, no significant and material orders were passed by any Regulators/ Courts/ Tribunals impacting the going concern status and your Company's operations in future.

24. SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES

As on 31st March, 2026, no dues were pending towards micro, small and medium enterprises.

25. STATUTORY AUDITORS AND AUDIT REPORT

M/s. Kapil Sandeep & Associates, Chartered Accountants, having Firm Registration No. 016244N was appointed as Statutory Auditors of the Company, for consecutive term of five years, from the conclusion of this 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2029.

However, M/s Kapil Sandeep & Associates, Chartered Accountants has tendered his resignation from the position of Statutory Auditor of the Company, w.e.f. 13th August, 2026. Thereafter, the Board, after the recommendations of the Audit committee, in its meeting held on 20th August, 2026, approved the appointment of M/s A S Bhutani & Associates, as Statutory Auditors of the company for the FY 2026-27 to fill the casual vacancy caused due to the resignation of the previous auditor subject to the approval of shareholders.

Further the Board considered and approved the appointment of M/s. A S Bhutani & Associates, as the Statutory Auditors of the Company for a term of 5 consecutive years commencing from 2026-27 till 2030-31 which is subject to the approval of shareholders in the ensuing general meeting of the company.

The audit report, issued by the Statutory Auditor, contains some qualification or reverse remark on the financial statements of the company for the financial year ended on 31st March, 2026.

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report;

The Board's comment on the remarks reported by the Auditor is as follows:

S.No.	REMARK ON AUDIT REPORT	BOARD'S COMMENT
1.	External balance confirmations as required under SA 505 have not been received from counter-parties. The balances of trade receivables, trade payables, loans and advances given and taken as at 31st March 2026 are subject to confirmations, reconciliation and consequential adjustments, if any. In view of the above, we are unable to comment upon the resultant impact on profit for the year, reserves and	The qualification relates to non-receipt of external balance confirmations from counter-parties of the Holding Company. The impact on the consolidated financial results is currently not quantifiable. Management is in the process of obtaining confirmations and does not anticipate any material adverse adjustment.

S.No.	REMARK ON AUDIT REPORT	BOARD'S COMMENT
	surplus, loans and advances, trade receivables, trade payables and current and non-current assets and liabilities as at the balance sheet date.	

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

During the Financial Year 2025-26 no frauds were reported to the Central Government or to the Board of Directors or the Audit Committee of the Board of Directors in terms of provisions of Companies Act, 2013.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed herewith and marked as **ANNEXURE-II** forming a part of the Annual Report.

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

I. CONSERVATION OF ENERGY:

Steps taken on conservation of energy and impact thereof: Efforts to conserve electricity by operating only necessary lights, fittings and fixtures were made during the financial year 2025-26.

Steps taken by the company for utilizing alternate sources of energy: Nil

Capital investment on energy conservation equipment: Nil

II. TECHNOLOGY ABSORPTION:

Efforts, in brief, made towards technology absorption and benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc: **NIL**.

No technology was/were imported during the last 3 years reckoned from the beginning of the financial year.

Expenditure incurred on research and development – **Nil**

II. FOREIGN EXCHANGE EARNINGS AND OUTGO

There were no foreign exchange earnings or outflow during the financial year.

29. HEALTH, SAFETY AND ENVIRONMENT:

Safety and occupational health responsibilities are integral to your company's business process. Safety is a key performance indicator and your company is committed to ensuring zero harm to its employees, to any person in the company premises and to the community. The company is continuously focusing on improved training, new initiatives, your company is also focusing on environment protection policy.

30. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013, the Company has appointed Mr. Shailendra Kumar Roy (Membership No.- 25823) (COP No.- 11738), Proprietor, M/s Shailendra Roy & Associates, Practicing Company Secretary as the Secretarial Auditor of the Company for the Financial Year 2025-2026. The Secretarial Audit Report issued by Mr. Shailendra Kumar Roy, Practicing Company Secretary is provided under **ANNEXURE-III** to this Report.

31. COMPLIANCE WITH SECRETARIAL STANDARD

The Board of Directors states that the company has complied with the provisions of the applicable Secretarial standards issued by the Institute of

Company Secretaries of India, as amended from time to time.

32. EXTRACTS OF ANNUAL RETURN

The Annual Return of the Company for the financial year ended 31st March, 2026 is available on the website of the Company which can be accessed at https://rgrl.in/stakeholders-information/.

33. ESTABLISHMENT OF VIGIL MECHANISM

The Vigil Mechanism Policy of the Company is formulated in terms of Section 177 (9) of the Companies Act, 2013 read with the provisions of the Listing Agreement with the Stock Exchange(s) and thereby also incorporates Whistle Blower Policy. That as per the said policy protected disclosures can be made by the Whistle Blower to the dedicated e-mail / telephone line/ letter to Chairman of Audit Committee. The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is available on the website of the Company at web link: https://rgrl.in/stakeholders-information/.

34. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for the Prevention of Insider Trading to regulate trading in its securities by Directors and designated employees. The Code mandates prior clearance for any dealings in the Company's shares and strictly prohibits trading while in possession of unpublished price-sensitive information or during periods when the Trading Window is closed. The Board of Directors is responsible for overseeing the implementation of this Code. All Directors and designated employees have confirmed their compliance with its provisions.

35. CFO CERTIFICATE

The Company is in receipt of Certificate in terms of provisions of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 from the Chief Financial Officer (CFO) of the company do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. The same is annexed herewith and marked as **ANNEXURE-IV.**

36. INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with employees at all level.

37. GENERAL DISCLOSURES:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review: -

a) Issue of equity shares and differential rights as to dividend, voting or otherwise.

b) Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.

c) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

38. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

No CIRP process is initiated against the company under IBC 2016.

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

No such settlement took place during the year.

40. DETAILS OF ISSUE OF EMPLOYEE STOCK OPTION SCHEME AND SWEAT EQUITY SHARES

The same is not applicable on the company

41. VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT

The same is not applicable on the company

42. ACKNOWLEDGEMENT

Your directors would like to express their sincere appreciation for the assistance and cooperation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on Behalf of the Board of Directors
For Raconteur Global Resources Limited

Sd/-	**Sd/-**
Surinder Kalra	**Hina**
Whole Time Director	**Whole Time Director**
DIN: 10779178	**DIN: 09534689**

Raconteur Global Resources Limited
Regd. Off.: Royal Palms, 3rd Floor A321 Master Mind 4,
Aarey, Borivali, Goregaon East, Mumbai-400065
CIN: L68100MH2018PLC307613
Email ID: compliance.rgrl@gmail.com

Date: 20th August, 2026
Place: Maharashtra

NOMINATION AND REMUNERATION POLICY

In pursuance of the Company's philosophy to consider its employees as its invaluable assets, to pay equitable remuneration to all the Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and, in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination & Remuneration Committee and approved by the Board of Directors. The Board of Directors of Raconteur Global Resources Limited ("the Company") constituted the "Nomination and Remuneration Committee", consisting of Three (3) Non-Executive Directors of which Two (2) are Independent Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Key Objectives of the Committee would be:

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.6. To devise a policy on Board diversity

1.7. To develop a succession plan for the Board and to regularly review the plan

2. DEFINITIONS

2.1. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

2.2. Board means Board of Directors of the Company.

2.3. Directors mean Directors of the Company.

2.4. Key Managerial Personnel means

1. Chief Executive Officer or the Managing Director or the Manager;
2. Whole-time director;
3. Chief Financial Officer;
4. Company Secretary; and
5. such other officer as may be prescribed.

2.5. The expression "senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise of all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the

Board by the Nomination and Remuneration Committee. The Committee shall:

3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director 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.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director 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.

b) Independent Director: -

- 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.

- No Independent Director shall hold office for more than two consecutive terms, 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.

- 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.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, 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.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time

Director, KMP and Senior Management Personnel

3.3.1. General:

a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.

b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders, wherever required. Apart from monthly remuneration Whole-time Director may also be eligible for commission as may be approved by Board on recommendation of the Committee. The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

a) Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the shareholders of the Company.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval of the shareholder, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it.

3.3.3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

(a) The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

(b) The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

(c) The approval of shareholders mentioned in clause (a), shall specify the limits for the maximum number of stock options that may be granted to non-executive directors, in any financial year and in aggregate.

(d) The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

b) Sitting Fees:

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 Rs. One Lac per meeting of the Board or Committee.

c) Stock Options:

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

4. MEMBERSHIP

4.1 The Committee shall consist of a minimum 3 non-executive directors, two-third (2/3rd) of them being independent.

4.2 Minimum Two (2) members shall constitute a quorum for the Committee meeting including atleast 1 (One) Independent Director

4.3 Membership of the Committee shall be disclosed in the Annual Report.

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

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

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

7. COMMITTEE MEMBERS' INTERESTS

7.1 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.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 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.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

10.4 Determining the appropriate size, diversity and composition of the Board;

10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;

10.10 Recommend any necessary changes to the Board; and

10.11 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

11.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.

11.4 to consider any other matters as may be requested by the Board.

11.5 Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW:

This report is an integral part of the Board's Report and covers management perspective on economic environment, industrial scenario, business performance, opportunities, threats, risks & concern, internal control etc. during the Financial Year 2025-2026.

This section should be read in conjunction with the Company's Financial Statements, including the accompanying schedules, notes, and other relevant information provided elsewhere in this Annual Report. Further, in the preparation of financial statements no separate Accounting Treatment has been followed other than that of prescribed in the Accounting Standards.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company's business model encompasses mining, quarrying, extraction, processing, trading, import and export of minerals, natural stones allied building materials and development of real estate and infrastructural facilities. The industry generally comprises exploration companies, mining lease holders, quarry operators, mineral processors, exporters, real estate and infrastructure companies and construction material distributors.

The organised segment has increasingly adopted mechanised mining, digital mine planning, environmental management systems and advanced processing technologies to improve productivity, ensure regulatory compliance and enhance product quality. Simultaneously, increasing emphasis is being placed on sustainable mining, mine reclamation, water conservation, biodiversity management, sustainable development and occupational health and safety in accordance with evolving environmental regulations.

OUTLOOK

The medium to long-term outlook for the Indian mining and natural stone industry remains positive, supported by increasing infrastructure expenditure, urbanisation, industrial growth and expanding manufacturing activities. Continued government focus on capital expenditure and logistics development is expected to sustain demand for minerals and construction materials over the coming years.

The Company's long-term strategy is to strengthen its position across the mining and mineral value chain through operational excellence, technology adoption, efficient resource management and customer-centric product offerings. The Company also intends to explore new business opportunities in domestic as well as international markets while maintaining high standards of quality, safety and environmental compliance.

Management believes that responsible mining practices, efficient processing capabilities and continuous improvement initiatives and adherence to applicable statutory requirements will enable the company to achieve sustainable growth and create long term value for stakeholders.

(Source: Economic Survey 2025-26)

INDIAN ECONOMIC OVERVIEW

India continued to remain one of the fastest growing major economies during FY 2025-26. Strong domestic consumption, public capital expenditure, infrastructure investments, manufacturing expansion and resilient services sector contributed to sustained economic growth. Continued emphasis on logistics, industrial corridors, housing, highways, railways and urban infrastructure is expected to generate significant demand for construction materials including aggregates, natural stones and processed mineral products.

The Government of India's capital outlay has increased by nearly 89 per cent, from ₹5.92 lakh crore in FY22 to a budgeted allocation of ₹11.21 lakh crore for FY26, recognising the strong multiplier effects that infrastructure generates on the economy. Public expenditure on infrastructure has a high multiplier effect, estimated by studies to be around 2.5 to 3.5 times the GDP over the medium term. This means, for every rupee spent by the government in creating infrastructure, GDP gains worth ₹2.5-₹3.5 accrue. The scale and consistency of this investment momentum have positioned infrastructure as a cornerstone of India's growth engine.

Government initiatives such as PM Gati Shakti, National Infrastructure Pipeline, Smart Cities, industrial corridors and affordable housing programmes continue to provide long-term opportunities for companies operating in mining, quarrying and building materials. Increasing investments in transportation infrastructure, renewable energy and manufacturing are expected to support demand for minerals over the coming years.

The Union Budget FY27 has created strong growth opportunities for India's metals and mining sector by focusing on boosting domestic production, strengthening supply chains, and enhancing value addition. Key measures such as setting up dedicated mineral corridors in resource-rich states and providing import duty exemptions for capital goods used in processing critical minerals are expected to accelerate mining and processing activities. These initiatives aim to reduce import dependence, support export-oriented manufacturing, and promote capacity expansion across the value chain. Experts note that this push will not only generate large-scale employment but also create downstream opportunities in heavy engineering and allied industries, positioning the sector as a key driver of industrial growth and India's journey toward self-reliance.

(Source: Economic Survey 2025-26, ibef.org)

BUSINESS OVERVIEW:

Raconteur Global Resources Limited is in the process of establishing its presence in the mining and natural resources sector. Considering the capital-intensive nature of the industry, the Company is currently focused on strengthening its financial position through appropriate fund-raising initiatives to support future investments in mining, mineral processing, trading and other related business opportunities in line with its objects. During the year under review, the Company continued to evaluate potential business opportunities, strategic partnerships and investment avenues that would enable it to build a sustainable and scalable business model.

OPPORTUNITIES

The management is looking for opportunities in various sectors:

1. Infrastructure and Project Supply Management

The Company plans to expand into the organised supply of crushed stone and construction grade minerals for large scale infrastructure projects. This can be achieved by entering into long term supply contracts with Construction Contractors, Infrastructure Developers, ensuring steady demand visibility and improved capacity utilization.

2. Ready to use Construction Material

A significant opportunity exists in moving up the value chain by entering the ready-to-use construction materials segment. The Company can establish facilities for production of ready-mix aggregates, pre-sized construction stone, calibrated sand and engineered fill materials. This transition enables higher margins compared to raw mineral trading and reduces dependence on volatile commodity pricing.

3. Contract based Mining

The Company may also explore contract mining services, including overburden removal, drilling, blasting, excavation, material handling and transportation for other mining lease holders. This model reduces capital intensity while generating stable service-based revenue linked to mining output.

4. Digital Mining and Resource Optimization Services (Future Expansion Area)

The Company can adopt and potentially offer digital mining solutions such as GIS-based quarry mapping, drone-based surveying, resource estimation, automated inventory tracking and logistics optimization. Over time, this capability may be commercialized as a service offering to smaller mining operators.

(Source: Ministry of Mines-Digital India Mining Initiatives, IBM Technology Adoption Guidelines, PM Gati Shakti Programme- Ministry of Commerce and Industry, Indian Construction Industry Overview-IBEF)

THREATS

The industry remains exposed to fluctuations in commodity pricing arising from changes in domestic and international demand, global economic conditions, geopolitical developments and supply-demand imbalances. Significant volatility in prices may affect profitability and investment decisions within the sector.

Rising fuel prices, freight costs, electricity tariffs and labour expenses continue to exert pressure on operating costs. The Company is working towards efficient cost management, operational optimisation and technological improvements remain essential for maintaining competitiveness.

Source: Economic Survey 2025-26

RISKS AND CONCERNS

The industry is inherently exposed to regulatory, operational, environmental and market-related risks. The Company's operations are subject to multiple statutory approvals including mining leases, environmental clearances, pollution control consents and other regulatory compliances.

Any delay in obtaining or renewal of such approvals may adversely impact operational timelines and production continuity. Delays combined with inflation further erode project margins.

Lack of skilled manpower and technical execution capability, particularly in Tier II and Tier III Contractors which leads to over-dependence on a few large players leading to bottlenecks

(Source: news.equipmentrentalsindia.com)

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has established an adequate system of internal financial controls and internal control mechanisms commensurate with the size, nature and complexity of its business operations**.** The internal control framework includes well defined approval mechanisms, delegation of authority, standard operating procedures and periodic internal controls to ensure compliance with applicable laws and internal policies.

The Company has implemented well-defined policies, standard operating procedures (SOPs) and approval mechanisms for all key business processes, including procurement, mining and quarry operations, inventory management, processing activities, statutory compliances and capital expenditure. These controls ensure that all transactions are appropriately authorised, adequately documented and executed in accordance with approved policies while maintaining operational efficiency and accountability.

FINANCIAL PERFORMANCE

The Financial Statements for the year ended 31 March, 2026, have been prepared in accordance with the Companies (Accounting Standards) Rule, 2015 (AS) prescribed under section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. For the financial year ended 31st March, 2026, revenue at as level stood at Rs. 299.83 lakhs with a net loss of Rs. 674.76 lakhs.

During FY 2025–26, the Company incurred a loss primarily on account of administrative, capital and other operating expenditures incurred for maintaining its corporate operations and pursuing future business initiatives. As the Company is in the process of establishing its business operations, these expenditures were not offset by significant operating revenues during the year under review. The management is confident that the strategic initiatives being undertaken will support sustainable growth and enhance shareholder value over the long term.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCE

Human capital plays a critical role in the mining, mineral and the infrastructure industry, particularly in areas such as quarry operations, machinery handling, safety compliance and logistics management. The Company places emphasis on recruitment of skilled manpower, training programs, safety awareness and capacity building.

The Company continues to focus on maintaining harmonious industrial relations through employee engagement, welfare initiatives, statutory compliance and safety-first operational culture. Training programs are conducted to enhance technical skills, safety awareness and operational efficiency of workforce deployed at sites and processing units. The Company believes that healthy employee relations contribute significantly to operational stability and long-term organisational success. Management continuously promotes a culture where safety is considered a shared responsibility at every level of the organisation.

KEY FINANCIAL RATIOS

PARTICULARS	FY 2025-26	FY 2024-25	% Change
Debtors Turnover	0	2.90	**-100**
Inventory Turnover	0	0	**0**
Interest Coverage Ratio	0	0	**0**
Current Ratio	0.046	0.87	**-94.7**
Debt Equity Ratio	0.048	0.29	**-83.4**
Operating Profit Margin	-2.25	0.32	**-803**
Net Profit Margin	-2.25	0.33	**-781**
Return on Net Worth	-30.5	0.01	**-305100**

REASONS FOR CHANGE IN FINANCIAL RATIOS

The significant movement in the financial ratios during FY 2025–26, as compared with FY 2024–25, is primarily attributable to changes in the Company's financial position and the nature and scale of its operations during the year. The Company continues to strengthen its business operations and incurred administrative, capital and other operating expenditures in pursuing its future business initiatives, which impacted the profitability and related financial ratios.

1. **Debtors Turnover Ratio:** The ratio decreased from 2.90 times to Nil, primarily due to the absence of significant trade receivables arising from operating activities during the year.

2. **Inventory Turnover Ratio:** The ratio remained Nil, as there was no significant inventory turnover during the year.

3. **Interest Coverage Ratio:** The ratio remained Nil during the year, reflecting the Company's financial position and the absence of sufficient operating earnings to provide coverage for interest costs.

4. **Current Ratio:** The Current Ratio declined from 0.87 times to 0.046 times. This contraction was primarily driven by the utilization of liquid current assets to fund upfront operational, administrative, and statutory establishment costs, alongside a relative increase in current trade and other liabilities due in the ordinary course of business.

5. **Debt-Equity Ratio:** The Debt–Equity Ratio improved significantly from 0.29 times to 0.048 times. This decrease is attributable to reduction/repayment of borrowing obligations during the period and ongoing restructuring of the balance sheet capital composition.

6. **Operating Profit Margin:** The ratio decreased from 0.32% to (2.25) %, primarily due to limited operating revenue in relation to administrative, operating and other expenditures incurred during the year, as the Company continues to establish and develop its business operations.

7. **Net Profit Margin:** The ratio decreased from 0.33% to (2.25) %, primarily due to the net loss of ₹674.76 lakhs incurred during the year, mainly on account of administrative, capital and other operating expenditures incurred in maintaining corporate operations and pursuing future business initiatives.

8. **Return on Net Worth:** The ratio decreased from 0.01% to (30.50) %, primarily due to the net loss incurred during the year, which adversely impacted the return generated on the Company's net worth.

The above changes in ratios are reflective of the Company's current stage of business development and the expenditure incurred towards strengthening its operations and pursuing identified business opportunities. Management remains focused on implementing its strategic initiatives with the objective of achieving sustainable growth and enhancing shareholder value over the long term.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to various factors such as regulatory changes, economic conditions, market dynamics, environmental risks and other unforeseen circumstances.

For and on Behalf of the Board of Directors
For Raconteur Global Resources Limited

Sd/-	**Sd/-**
Surinder Kalra	**Hina**
Whole Time Director	**Whole Time Director**
DIN: 10779178	**DIN: 09534689**

Raconteur Global Resources Limited
Regd. Off.: Royal Palms, 3rd Floor A321 Master Mind 4, Aarey, Borivali, Goregaon East, Mumbai-400065
CIN: L68100MH2018PLC307613
Email ID: compliance.rgrl@gmail.com

Date: 20th August, 2026
Place: Maharashtra

FORM NO. MR – 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
RACONTEUR GLOBAL RESOURCES LIMITED
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey,
Borivali, Aareymilk Colony, Maharashtra-400065

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Raconteur Global Resources Limited (CIN: L07100MH2018PLC307613), a Company incorporated under the provisions of the Companies Act, 2013 and having its registered office at Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Maharashtra- 400065 (hereinafter referred to as the ***'Company'***) for the period commencing from 1st April, 2025 till 31st March, 2026 (hereinafter referred to as the ***'Audit Period'***). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinions thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and available on MCA portal and also the information provided by the Company, its officers, agents and authorized representatives by way of Management Representation during the conduct of Secretarial Audit 2025-26, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2026 have complied with the statutory provisions as listed hereunder and also that the Company have 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 31st March, 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 there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(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; (to the extant applicable)

(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; (to the extant applicable)

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

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; (to the extant applicable)

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; (to the extent applicable)

(e) The Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations,2021; (Not applicable on the Company during the Audit period)

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securitised Debt Instruments and Security Receipts) Regulations, 2008; (Not applicable on the Company during the Audit period)

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

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable on the Company during the Audit period)

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)

(j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable on the Company during the Audit period)

We have also examined compliance with the applicable clauses of the following:

(i) The mandatory Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above.

I further report that

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

All meetings of the Board of Directors and Committees Meetings were called with adequate notice/ shorter notice, agenda and detailed notes on agenda were sent along with the notice/ such later date in compliance with the provisions of the law, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I 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 the applicable laws, rules, regulations and guidelines.

I further report that the compliance by the company of the direct and indirect tax laws has not been reviewed during this audit as the same had been subject to review by the statutory financial audit and other designated professionals.

I further report that during the audit period the Company had no specific events/actions that have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Shailendra Roy & Associates
(Company Secretaries)

Sd/-
Shailendra Kumar Roy
ACS No.:25823
C.P. No.: 11738
UDIN: A025823H000824159

Place: Delhi
Dated: 14th July, 2026

Note: 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.

To
The Members,
RACONTEUR GLOBAL RESOURCES LIMITED
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey,
Borivali, Aareymilk Colony, Maharashtra-400065

My report of the even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever 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 the random 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 Shailendra Roy & Associates
(Company Secretaries)

Sd/-
Shailendra Kumar Roy
ACS No.:25823
C.P. No.: 11738
UDIN: A025823H000824159

Place: Delhi
Dated:14th July, 2026

Compliance with Code of Business Conduct and Ethics

To
The Board of Directors
Raconteur Global Resources Limited

This is to certify that, as provided under Regulation 34(3) Schedule -V(D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior management for the year ended 31st March, 2026.

For Raconteur Global Resources Limited

Sd/-
Hina
Whole Time Director and Chief Financial Officer
DIN: 09534689

Date: 20th August, 2026
Place: Zirakpur

CFO CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Hina, Whole Time Director & Chief Financial Officer of Raconteur Global Resources Limited certify to the Board that:

(a) I have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2026 and that to the best of our knowledge and belief:

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

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

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

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

(d) I have indicated to the auditors and the Audit committee:

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

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

Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Raconteur Global Resources Limited

Sd/-
Hina
Whole Time Director and Chief Financial Officer
DIN: 09534689

Date: 20th August, 2026
Place: Zirakpur

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RACONTEUR GLOBAL RESOURCES LIMITED

ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the Audit of the Consolidated Financial Statements

1. *Qualified Opinion*

We have audited the accompanying Consolidated Financial Statements of Raconteur Global Resources Limited (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March 2026, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the component auditor and the management certified financial statements of the subsidiaries referred to in the Other Matters section below, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards (AS) prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2026, and its consolidated profit/loss and its consolidated cash flows for the year ended on that date.

2. *Basis for Qualified Opinion*

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 (ICAI) 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and the component auditor in terms of their report referred to in the Other Matters paragraph is sufficient and appropriate to provide a basis for our qualified opinion, except for the matters described below:

(i) **Non-receipt of External Balance Confirmations (SA 505):** External balance confirmations as required under SA 505 have not been received from counter-parties of the Holding Company. The balances of trade receivables, trade payables, loans and advances given and taken as at 31st March 2026 are subject to confirmation, reconciliation and consequential adjustments, if any. We are unable to comment upon the resultant impact on the consolidated net profit for the year, reserves and surplus, loans and advances, trade receivables, trade payables and current and non-current assets and liabilities as at the balance sheet date.

(ii) **Non-provision of Depreciation on Fixed Assets in Raconteur Granite Limited — Subsidiary:** Raconteur Granite Limited (RGL), a subsidiary of the Holding Company, has not charged depreciation on its fixed assets (other than the freehold Quarry Land/Mine, which is not subject to depreciation) for the year ended 31st March 2026. This is in violation of AS 6 — Depreciation Accounting and Schedule II of the Companies Act, 2013, both of which mandate provision of depreciation on all depreciable fixed assets over their useful lives. This results in an overstatement of profit and an overstatement of the net block of fixed assets in the Consolidated Financial Statements. The component auditor of RGL has not reported this matter either in the audit report or in the notes to the financial statements of RGL.

The asset-wise details and applicable depreciation rates were not made available to us as principal auditor. Accordingly, the quantum of depreciation not charged and its impact on consolidated net profit and net block of fixed assets is not ascertainable at this stage.

3. ***Emphasis of Matter***

We draw attention to the following matters in the Notes to the Consolidated Financial Statements:

(i) Certain balances of trade receivables, trade payables, loans and advances remain unconfirmed as at the balance sheet date. As more fully described in the Basis for Qualified Opinion section above, we are unable to comment on the resultant impact on the profit for the year and the related balance sheet items as at 31st March 2026.

(ii) The Company has unsecured loans payable from various parties amounting to ₹60,16,39,663/- and loans and advances given amounting to ₹69,47,50,185/- as at the reporting date, which are substantial in comparison to the Company's net worth. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The going concern assumption is significantly dependent upon the recoverability of such loans and advances, continued support from lenders/creditors and the continuation of the Company's current business activities.

(iii) **Sale of Quarry Land/Mine by Raconteur Granite Limited (Subsidiary) — Material Transaction and Going Concern:** We draw attention to Note __ of the Consolidated Financial Statements, which describes that Raconteur Granite Limited (RGL), a subsidiary of the Holding Company, sold its freehold Quarry Land/Mine during the year ended 31st March 2026. The said asset had a book value of ₹31,24,15,416/- and was sold for a consideration of ₹18,00,00,000/-, resulting in a loss of ₹13,24,15,416/-. Prior to this sale, this asset constituted approximately 96.77% of the total assets of RGL. The loss of

₹13,24,15,416/- has been recognised in the books of account of RGL and is correctly reflected in the Consolidated Statement of Profit and Loss. We draw attention to the fact that this transaction, being exceptional and material in nature, has not been separately disclosed in the notes to the standalone financial statements of RGL, nor has it been referred to in the audit report of the component auditor of RGL. We have ensured that appropriate disclosure of this transaction has been included in the Consolidated Financial Statements. Further, as a consequence of this sale, RGL has no remaining primary operating asset as at 31st March 2026 and its future operations are wholly dependent on the business plans and decisions of the management of RGL and the Holding Company. This represents a material uncertainty regarding the future operations of RGL as a subsidiary.

Our opinion on the Consolidated Financial Statements is not modified in respect of the matters described in paragraphs (i) to (iii) above.

4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For matters already described in the Basis for Qualified Opinion or Emphasis of Matter sections above, the following description addresses only how our audit addressed those matters; the issue description is not repeated here.

S.No.	Key Audit Matter — Description	Auditor's Response
1	Provision for Doubtful Loans and Advances — ₹7,34,58,292/- : During the year, the Company has created provision for doubtful loans and advances amounting to ₹7,34,58,292/- in respect of balances outstanding	Our audit procedures included: (a) obtaining and evaluating management's assessment regarding recoverability; (b) testing ageing of balances with reference to books of account and ledger records; (c)

S.No.	Key Audit Matter — Description	Auditor's Response
1	for a considerable period, where recoverability has been assessed as doubtful by the management. Considering the materiality of the amounts involved and the judgement required in assessing recoverability, this matter has been identified as a Key Audit Matter.	examining supporting documents including agreements, invoices, account statements and correspondence; (d) seeking balance confirmations under SA 505 — confirmations were not received and management's explanations were evaluated; (e) checking subsequent receipts and payments after the reporting date; (f) evaluating reasonableness of management's judgement; (g) verifying accounting entries and their presentation; and (h) assessing adequacy of related disclosures. Our opinion is not modified in respect of this matter.
2	Write-back of Old Payable Balances — ₹85,53,804.56/-: During the year, the Company has written back old payable balances amounting to ₹85,53,804.56/- in respect of balances outstanding for a considerable period, where payability has been assessed as no longer applicable by the management. Considering the materiality involved and the judgement required in assessing payability, this matter has been identified as a Key Audit Matter.	Our audit procedures were aligned with those for Key Audit Matter 1 above. We obtained and evaluated management's assessment of payability of old balances; verified ageing of outstanding amounts; examined available supporting documents; sent balance confirmation requests (confirmations not received — management's explanations evaluated); assessed reasonableness of management's judgement; verified accounting entries; and assessed adequacy of disclosures. Our opinion is not modified in respect of this matter.

S.No.	Key Audit Matter — Description	Auditor's Response
3	Concentration of Loans and Advances — ₹69,47,50,185/- (80.86% of Total Assets): The Company has given substantial loans and advances to various entities aggregating ₹69,47,50,185/- as at 31st March 2026, representing 80.86% of total assets. The largest outstanding is to Dhull Trading Private Limited — ₹54,19,65,410/- — in which a Director of the Company holds a directorship interest. This is identified as a Key Audit Matter due to concentration risk, related party concerns, and the dormant nature of several advances.	Our audit procedures included review of party-wise loan and advance ledgers, loan agreements, board approvals, bank statements and correspondence. We sent balance confirmation requests under SA 505 to parties having significant outstanding balances; where confirmations were not received, alternative procedures were performed including verification of subsequent receipts, ledger movements and bank records. We assessed the impact on going concern and evaluated adequacy of related disclosures. Our opinion is not modified in respect of this matter.
4	Sale of Quarry Land/Mine by Raconteur Granite Limited — Loss of ₹13,24,15,416/- (Refer Emphasis of Matter paragraph (iii)): This matter is described in the Emphasis of Matter section of our report. It was identified as a Key Audit Matter due to the exceptional nature and magnitude of the transaction, its going concern implications for RGL, and the silence of the component auditor of RGL on this matter.	As principal auditor, our procedures under SA 600 included: (a) obtaining and reviewing the sale deed/agreement for the Quarry Land/Mine and verifying key terms; (b) verifying the book value of ₹31,24,15,416/- from the ledger provided to us; (c) tracing sale consideration of ₹18,00,00,000/- to bank statements and receipt records of RGL; (d) independently computing and verifying the loss of ₹13,24,15,416/- and confirming its recognition in the Statement of Profit and Loss; (e) noting that Board of Directors' approval for the sale in RGL's

S.No.	Key Audit Matter — Description	Auditor's Response
		board minutes was not available to us; (f) noting that the identity of the buyer, and confirmation of whether the buyer is a related party of the Group, was not available to us; (g) assessing going concern implications for RGL consequent to the sale of its primary asset; (h) communicating this matter to the management of RGL and obtaining their response; and (i) ensuring appropriate disclosure is included in the Consolidated Financial Statements. The loss is correctly recognised. The matter has been reported in the Emphasis of Matter paragraph.
5	Non-provision of Depreciation on Fixed Assets in Raconteur Granite Limited (Refer Basis for Qualified Opinion paragraph (ii)): This matter is described in the Basis for Qualified Opinion section of our report. It was identified as a Key Audit Matter as it directly impacts consolidated profit and net fixed assets, and because the component auditor of RGL did not report it.	As principal auditor, our procedures under SA 600 included: (a) noting that RGL's fixed assets register confirming the absence of any depreciation charge for the year was not available to us; (b) confirming that the freehold Quarry Land/Mine is not subject to depreciation — correctly treated by RGL; (c) identifying that other fixed assets of RGL have not been depreciated despite being depreciable assets under Schedule II; (d) requesting asset-wise details, cost, date of acquisition, useful life and applicable depreciation rates from RGL management — such details were not made available to us; (e) formally

S.No.	Key Audit Matter — Description	Auditor's Response
		communicating this matter to the management of RGL and requesting their explanation — response is still awaited; (f) since the quantum is not ascertainable, we have qualified our consolidated opinion as described in the Basis for Qualified Opinion paragraph (ii).

5. ***Other Matters***

(a) The Consolidated Financial Statements include the audited financial results of Raconteur Granite Limited, whose financial results reflect total income of ₹0.72 crore and net loss of ₹(14.59) crore for the year ended 31st March 2026, audited by its independent component auditor. The independent auditor's report has been furnished to us. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based on the report of the component auditor and the procedures performed by us as principal auditor. However, as described in the Basis for Qualified Opinion paragraph (ii) and Emphasis of Matter paragraph (iii), we have independently identified and reported two significant matters in RGL's financial statements that the component auditor has not reported, and we have addressed those matters in our report.

(b) The Consolidated Financial Statements include the unaudited/management certified financial results of Skycrest Projects Limited and Rockbase Real Estate Projects Limited, both real estate companies with small/negligible operations, reflecting total comprehensive income/(loss) of ₹NIL crore and ₹0.00 crore respectively for the year ended 31st March 2026. These financial results have been certified by the respective managements and furnished to us. Our opinion on the

Consolidated Financial Statements, in so far as it relates to the amounts and disclosures in respect of these two subsidiaries, is based solely on such management certified financial results. In our opinion and according to the information and explanations given to us, the financial results of these two subsidiaries are not material to the Group.

Our opinion on the Consolidated Financial Statements is not modified in respect of the matters described in paragraphs (a) and (b) above.

6. Details of Subsidiaries Included in the Consolidated Financial Statements

S.No.	Name of Subsidiary	Nature of Business	Basis of Financials	% Holding	Net Profit/(Loss) for the Year (₹ Crore)
1.	Raconteur Granite Limited	Mining / Granite / Trading	Audited	70.81%	(14.59) Loss
2.	Skycrest Projects Limited	Real Estate	Mgmt. Certified*	100%	(0.00) Loss
3.	Rockbase Real Estate Projects Limited	Real Estate	Mgmt. Certified*	100%	(0.00) Loss

* Financial results of Skycrest Projects Limited and Rockbase Real Estate Projects Limited are management certified and unaudited. Our opinion on the Consolidated Financial Statements in respect of these two subsidiaries is based solely on management certified financial results — refer Other Matters paragraph (b) above.

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of the Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards (AS) prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India. 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 the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated 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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

8. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies incorporated in India have 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 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.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated 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 the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial information of entities included in the Consolidated Financial Statements of which we are the independent auditors. For the subsidiary audited by a component auditor, such other auditor remains responsible for the direction, supervision and performance of that audit. We remain solely responsible for our audit opinion on the Consolidated 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 Consolidated 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.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 Financial Statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the component auditor on the separate financial statements and the other financial information of the subsidiary incorporated in India, as noted in the Other Matters section, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above.

(b) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph (ii) above in respect of non-provision of depreciation in the books of the subsidiary, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the component auditor.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

(d) In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid Consolidated Financial Statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2006, as amended.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2026, taken on record by the

Board of Directors of the Holding Company, and the report of the component auditor on the directors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India 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 Holding Company and its subsidiary company incorporated in India, and the operating effectiveness of such controls, refer to our separate report in **Annexure A** to this report. Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Holding Company's internal financial controls over financial reporting for the reasons stated therein, and is based, in so far as it relates to the subsidiary company incorporated in India, on the report of the component auditor.

(g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company and its subsidiary company incorporated in India to their respective directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the component auditor:

i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group

ii. The Group did not have any material foreseeable losses on long-term contracts, including derivative contracts, for which provision would be required under any applicable law or accounting

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the

Holding Company and its subsidiary company incorporated in India

iv. (a) The management of the Holding Company and its subsidiary company incorporated in India has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management of the Holding Company and its subsidiary company incorporated in India has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statements, no funds have been received by the Holding Company or its subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures performed by us and by the component auditor, that have been considered reasonable and appropriate in the circumstances, nothing has come to our or the component auditor's notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Holding Company/its subsidiary company has not declared or paid any dividend during the year

vi. Based on our examination, which included test checks, and that of the component auditor, of the Holding Company and its subsidiary company incorporated in India, the respective companies have used accounting software(s) for maintaining their books of account, and the feature of recording audit trail (edit log) facility, where applicable as per the statutory requirement, has operated for the year, and no instance of the audit trail feature being tampered with was noticed by us or reported by the component auditor.

For Kapil Sandeep & Associates
Chartered Accountants
Firm Registration No. 016244N

CA. Surinder Pal Singh
Partner
Membership No. 511569
UDIN: 26511569LJJCUX9824

Place: Mohali
Date: 30th May 2026

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF RACONTEUR GLOBAL RESOURCES LIMITED

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

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 Raconteur Global Resources Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, Raconteur Granite Limited, which is a company incorporated in India (together "the Group"), as of 31st March 2026, in conjunction with our audit of the Consolidated Financial Statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India are responsible for establishing and maintaining internal financial controls 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the respective company's 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the IFCoFR of the Holding Company and its subsidiary company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, and the audit evidence obtained by the component auditor of the subsidiary company in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the IFCoFR of the Holding Company and its subsidiary company incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial 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.

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Holding Company's internal financial controls over financial reporting as at 31st March 2026:

(a) The Holding Company did not have an adequate internal control system for obtaining external balance confirmations, on a periodic basis, in respect of trade receivables, trade payables and loans and advances given and taken, which could result in balances not being independently corroborated and reconciled in a timely manner. This failure could potentially result in material misstatements in the Holding Company's trade receivables, trade payables, loans and advances balances and consequently could have a material effect on the financial statements.

(b) The Holding Company did not have an adequate internal control system commensurate with the size and nature of its business for the sanction, documentation (including specification of rate of interest and repayment terms), monitoring and periodic assessment of recoverability of inter-corporate loans and advances given, including loans and advances to a party in which a director is interested, and for evaluating compliance with the limits, conditions and approval requirements under Section 186 of the Companies Act, 2013 in respect of such loans and advances, which are substantial and represent 80.86% of the Holding Company's total assets as at the balance sheet date.

(c) The Holding Company did not have an adequate internal control system for the timely identification, assessment and provisioning of doubtful loans, advances and other receivables, as evidenced by the write-off of advances of ₹7,34,58,292 for film distribution and satellite rights, and the write-back of an old payable balance of ₹85,53,804.56, both being balances outstanding for a considerable period prior to the year of write-off/write-back, without evidence of a systematic periodic review process having operated during the intervening years.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the component auditor referred to in the Other Matters paragraph below, the Holding Company and its subsidiary company incorporated in India have, in all material respects, maintained adequate internal financial controls over financial reporting as at 31st March 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 issued by the ICAI, except for the possible effects of the material weaknesses described above in the Basis for Qualified Opinion paragraph on the adequacy and operating effectiveness of the Holding Company's internal financial controls over financial reporting as at 31st March 2026.

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the Consolidated Financial Statements of the Group for the year ended 31st March 2026, and these material weaknesses have affected our opinion on the Consolidated Financial Statements of the Group, and we have issued a qualified opinion on the Consolidated Financial Statements.

Other Matters

(a) Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary company, Raconteur Granite Limited, is based solely on the corresponding report of the auditor of such company. Their report on the internal financial controls over financial reporting of that company expresses an unmodified opinion. Our opinion is not modified in respect of this matter.

(b) Our reporting under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting does not extend to Skycrest Projects Limited and Rockbase Real Estate Projects Limited, subsidiaries of the Holding Company, whose financial results have been furnished to us on a management certified and unaudited basis. Since these financial results are not subject to audit, no opinion on the internal financial controls over financial reporting of these two subsidiaries is expressed. In our opinion and according to the information and explanations given to us, the financial results of these two subsidiaries are not material to the Group.

For Kapil Sandeep & Associates
Chartered Accountants
Firm Registration No. 016244N

Sd/-
CA. Surinder Pal Singh
Partner
Membership No. 511569
UDIN: 26511569LJJCUX9824

Place: Mohali
Date: 30th May 2026

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Consolidated Balance Sheet as at 31st March 2026 ₹ **in rupees (In Lakhs)**

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	1	1,077.78	521.36
Non Controlling Interest		41.05	0.00
Reserves and surplus	2	528.20	1,332.77
Money received against share warrants	3	253.75	-
		1,900.77	**1,854.13**
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	4	3,341.90	-
Deferred tax liabilities (Net)	5	-20.10	-
Other long term liabilities		-	-
Long-term provisions		-	-
		3,321.80	**-**
Current liabilities			
Short-term borrowings	6	6,581.45	528.85
Trade payables	7		- -
(A) Micro enterprises and small enterprises		-	-
(B) Others		267.57	13.99
Other current liabilities	8	253.51	108.94
Short-term provisions		-	-
		7,102.53	**651.78**
TOTAL		**12,325.11**	**2,505.91**
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible assets	9		
Property,Plant and Equipment		270.05	0.96
Intangible assets		0.13	0.13
Capital work-in-Progress		-	-
Intangible assets under development		-	-
Non-current investments	10	1,242.13	-
Deferred tax assets (net)		82.17	83.28

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Consolidated Balance Sheet as at 31st March 2026 ₹ in rupees (In Lakhs)

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
Long-term loans and advances	11	9,658.28	1,809.72
Other non-current assets	12	138.67	45.96
		11,391.43	**1,940.05**
Current assets			
Current investments		-	-
Inventories		-	-
Trade receivables	13	601.09	23.44
Cash and cash equivalents	14	18.50	0.14
Short-term loans and advances	11	92.00	542.00
Other current assets	15	222.09	0.28
		933.68	**565.86**
TOTAL		**12,325.11**	**2,505.91**

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Kapil Sandeep and Associates
Chartered Accountant
(FRN: 0016244N)

Sd/-
Surinder Pal Singh
Partner Membership No.: 511569
UDIN : 26511569LJJCUX9824
Place: Mohali
Date: 30/05/2026

Sd/-
Hina
Whole Time Director
DIN: 09534689

Sd/-
Surinder Kumar Kalra
Whole Time Director
DIN: 10779178

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Consolidated Income and Expenditure A/c for the year ended 31st March 2026 **₹ in rupees (In Lakhs)**

Particulars	Note No.	31st March 2026	31st March 2025
Revenue			
Revenue from operations	16	372.06	50.00
Other income	17	423.76	0.74
Total Income		**795.82**	**50.74**
Expenses			
Cost of material Consumed		-	-
Purchase of stock-in-trade	18	251.47	-
Changes in inventories		-	-
Employee benefit expenses	19	42.01	13.36
Finance costs	20	414.59	0.25
Depreciation and amortization expenses	21	7.78	0.16
Other expenses	22	2,212.85	20.55
Total expenses		**2,928.70**	**34.32**
Profit before exceptional, extraordinary and prior period items and tax		**-2,132.88**	**16.42**
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		**-2,132.88**	**16.42**
Extraordinary items		-	-
Prior period item		-	-
Excess of income over expenditure/(Expenditure over income) before tax		**-2,132.88**	**16.42**
Tax expenses			
Current tax		-	-
Deferred tax	23	1.11	0.07
Excess/short provision relating earlier year tax		-	-
Profit/(Loss) for the period		**-2,133.99**	**16.35**
Profit/(Loss) attributable to:			

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Consolidated Income and Expenditure A/c for the year ended 31st March 2026 ₹ **in rupees (In Lakhs)**

Particulars	Note No.	31st March 2026	31st March 2025
-- Owners of the Company:		-1,033.17	
-- Non-controlling Interest:		-425.90	
Earning per share			
Basic	24		
Before extraordinary Items		(8.44)	0.54
After extraordinary Adjustment		(8.44)	0.54
Diluted			
Before extraordinary Items		-	-
After extraordinary Adjustment		-	-

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Kapil Sandeep and Associates
Chartered Accountant
(FRN: 0016244N)

Sd/-
Surinder Pal Singh
Partner Membership No.: 511569
UDIN : 26511569LJJCUX9824
Place: Mohali
Date: 30/05/2026

Sd/-
Hina
Whole Time Director
DIN: 09534689

Sd/-
Surinder Kumar Kalra
Whole Time Director
DIN: 10779178

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 1 Share Capital

₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
-- Raconteur Global Resources Limited		
Authorised :		
48000000 (31/03/2025:7000000) Equity shares of Rs. 10.00/- par value	480.00	700
Issued :		
10777844 (31/03/2025:5213561) Equity shares of Rs. 10.00/- par value	1077.78	521.36
Subscribed and paid-up :		
10777844 (31/03/2025:5213561) Equity shares of Rs. 10.00/- par value	1077.78	521.36
-- Raconteur Granite limited		
Authorised :		
16000000 (31/03/2025:16000000) Equity shares of Rs. 10.00/- par value	1,600.00	1,600.00
Issued :		
15996967 (31/03/2025:12796967) Equity shares of Rs. 10.00/- par value	1,599.70	1,279.70
Subscribed and paid-up :		
15996967 (31/03/2025:12796967) Equity shares of Rs. 10.00/- par value	1,599.70	1,279.70
-- Rockbase Real Estate Projects Limited		
Authorised :		
50000 (31/03/2025:Nil) Equity shares of Rs. 10.00/- par value	5.00	-
Issued :		
50000 (31/03/2025:Nil) Equity shares of Rs. 10.00/- par value	5.00	-

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 1 Share Capital

₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Subscribed and paid-up :		
50000 (31/03/2025:Nil) Equity shares of Rs. 10.00/- par value	5.00	-
-- Skycrest Projects Limited		
Authorised :		
50000 (31/03/2025:Nil) Equity shares of Rs. 10.00/- par value	5.00	-
Issued :		
50000 (31/03/2025:Nil) Equity shares of Rs. 10.00/- par value	5.00	-
Subscribed and paid-up :		
50000 (31/03/2025:Nil) Equity shares of Rs. 10.00/- par value	5.00	-
Less:		
500000 Shares held by Holding Company in Rockbase Real Estate Projects Limited	5.00	
500000 Shares held by Holding Company in Skycrest Projects Limited	5.00	
11327530 Shares held by Holding Company in Raconteur Granite Limited	1,132.75	
Total	**1,544.73**	**521.3561**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares ₹ **in rupees (in lakhs)**

	As at 31st March 2026		As at 31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	5213561	521.36	30,07,684.00	300.77
Issued during the Period				
Private Placement	5564283	556.43	22,05,877.00	220.59
Redeemed or bought back during the period	-	-	-	-
Outstanding at end of the period	**10777844**	**1077.7844**	**52,13,561**	**521.36**

Note: During the year the company have allotted 55,64,283 equity shares @ Rs.14/- per share (Face value Rs.10/- and Share premium Rs.4/-) through preferential issue.

Right, Preferences and Restriction attached to shares

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Details of shareholders holding more than 5% shares in the company

Type of Share	Name of Shareholders	As at 31st March 2026		As at 31st March 2025	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Equity	Karan Singh Thandi	5,88,235.00	5.46	5,88,235	11.28
Equity	Sampat Singh Ahluwalia	5,88,235.00	5.46	5,88,235	11.28
Equity	Sanjambir Singh		-	2,94,117	5.64
Equity	Amit Bajaj	-	-	3,08,658	5.92
Equity	Atharva Professional Consultants LLP	7,14,286.00	6.63	-	-
Equity	Ecomatix Solutions Private Limited	37,60,800.00	34.89	-	-
Equity	Natures Heavens India Private Limited	7,14,285.00	6.63	-	-
	Total :	**63,65,841**		**17,79,245**	

Details of shares held by Promoters

		Current Year					Previous Year				
		Shares at beginning		Shares at end		% Change	Shares at beginning		Shares at end		% Change
Promoter name	Particulars	Number	%	Number	%		Number	%	Number	%	
Rajiv Vashisht	Equity [NV: 10.00]	736.00	0.01	736.00	0.01	-	6,56,736.00	21.84	736.00	0.01	-21.83
Gaurav Kumar	Equity [NV: 10.00]	1,213.00	0.02	-	-	-0.02	6,31,613.00	21.00	1,213.00	0.02	-20.98
Annaya Management Consultancy Private Limited	Equity [NV: 10.00]	583.00	0.01	-	-	-	5,41,383.00	18.00	583.00	0.01	-17.99
Total		**2,532.00**		**2,532.00**			**18,29,732.00**		**2,532.00**		

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 2 Reserves and surplus

₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
-- Raconteur Global Resources Limited		
Surplus		
-- Raconteur Global Resources Limited		
Opening Balance	-295.14	-308.57
Add: Profit for the year	-	16.35
Less:Adjustment	-	-2.92
Less:Loss for the year	-674.77	-
Closing Balance	**-969.90**	**-295.136**
-- Raconteur Granite limited		
Opening Balance	-167.73	
Add: Profit for the year	-	
Less:Adjustment		
Less:Loss for the year	-1,459.07	
Closing Balance	**-1,626.80**	
-- Skycrest Projects Limited		
Opening Balance	-	
Add: Profit for the year		
Less:Adjustment		
Less:Loss for the year	-0.08	
Closing Balance	**-0.08**	

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Particulars	As at 31st March 2026	As at 31st March 2025
-- Rockbase Real Estate Projects Limited		
Opening Balance		
Add: Profit for the year		
Less:Adjustment		
Less:Loss for the year	-0.07	
Closing Balance	**-0.07**	
Securities premium		
-- Raconteur Global Resources Limited		
Opening Balance	1,627.91	1098.50
Add: Additions in Security Premium Account	222.57	529.41
Less : Deletion during the year	-	-
Closing Balance	**1,850.48**	**1627.90813**
-- Raconteur Granite limited		
Opening Balance	848.67	
Add: Additions in Security Premium Account		
Less : Deletion during the year		
Closing Balance	848.67	
	102.29	
Less: Non-controlling Interest:	**-425.90**	
Balance carried to balance sheet	**528.19**	**1332.771847**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 3 Money received against share warrants **₹ in rupees (in lakhs)**

Particulars	As at 31st March 2026	As at 31st March 2025
Ananya Management Consultancy Pvt. Ltd	62.50	-
Arpan Jain	3.75	-
Max Bio Sciences Pvt. Ltd.	75	-
Regency Digitrade Investment Pvt Ltd	87.5	-
SN Capital Management Pvt. Ltd.	25	-
Total	**253.75**	**-**

Note No. 4 Long-term borrowings **₹ in rupees (in lakhs)**

	As at 31st March 2026		As at 31st March 2025	
Particulars	**Non-Current**	**Current Maturities**	**Non-Current**	**Current Maturities**
Term Loan - From banks				
-- Raconteur Global Resources Limited				
Vehicle Loan	84.78	11.40	-	-
-- Raconteur Granite Limited				
Vehicle Loan	4.60			
Machinery Loans Secured	32.59			
	121.98	**11.40**	**-**	**-**
-- Raconteur Global Resources Limited				
Term Loan - From Others				
Vehicle Loan	21.97	3.73	-	-
	21.97	**3.73**	**-**	**-**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

	As at 31st March 2026		As at 31st March 2025	
Particulars	**Non-Current**	**Current Maturities**	**Non-Current**	**Current Maturities**
-- Raconteur Granite Limited				
Loan and Advances From Related parties				
Intercorporate Borrowings Unsecured	3,566.43			
Loan from Directors unsecured	27.52			
Other Loans and Advances	34.95			
	3,628.90			
-- Raconteur Granite Limited				
Other Loans and Advances				
Loans from NBFC Unsecured	187.92			
	3,960.77			
Less: Inter Group Borrowings	618.88			
The Above Amount Includes				
Unsecured Borrowings	106.75	15.13	-	-
Amount Disclosed Under the Head "Short Term Borrowings"(Note No. 6)		-15.12932		(-)
Net Amount	**3,341.90**	**-**	**-**	**-**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 5 Deferred Tax ₹in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Deferred tax liability		
Deferred tax Liability during the year		6,756.20
-- Raconteur Global Resources Limited	1.17	
-- Raconteur Granite Limited	20.10	
Gross deferred tax liability	**20.10**	**6,756.20**
Deferred tax assets		
-- Raconteur Global Resources Limited		
Deferred tax asset	83.35	83.34602
Gross deferred tax asset	**83.35**	**83.35**
Net deferred tax assets	**82.17**	**-6,672.85**
Net deferred tax liability -		

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 6 Short-term borrowings ₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Loans and Advances from related parties		
-- Raconteur Global Resources Limited		
Inter corporate borrowings unsecured	7.68	-
Loans directors Unsecured	78.45	-
-- Raconteur Granite Limited		
Intercorporate Borrowings Unsecured	529.88	
Loan from Directors unsecured	19.74	
	635.74	-
-- Raconteur Global Resources Limited		
Other Loans and advances		
Unsecured Loans & Advances	5,930.27	528.85
-- Skycrest Projects Limited		
Inter corporate borrowings unsecured	7.99	
Hina	0.01	
	5,938.26	**528.85**
Current maturities of long-term debt	15.13	-
	15.13	-
Less: Inter Group Borrowings	7.68	
Total	**6,581.45**	**528.852**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 7 Trade payables ₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at31st March 2025
(B) Others		
-- Raconteur Global Resources Limited	77.95	13.99262
-- Raconteur Granite Limited	189.60	
-- Rockbase Real Estate Projects Limited	0.02	
	267.57	**13.99262**
Total	**267.57**	**13.99262**

Trade Payables Ageing Schedule ₹ in rupees (in lakhs)

Payment date not defined (Outstanding for following periods from due date of Transaction)

	Current Year					Previous Year				
Particular	Less than 1 Yrs	1-2 Years	2-3 Years	More than 3 Yrs	Total	Less than 1 Yrs	1-2 Years	2-3 Years	More than 3 Yrs	Total
MSME										0.00
Others	69.22	8.73			77.95		13.99			13.99
Disputed Dues-MSME										0.00
Disputed-Others										0.00

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 8 Other current liabilities ₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Application Money received for allotment of securities and due for refund and interest accured thereon		
Durvik Tiwari	5.00	-
Madan Lal Garg	2.00	-
	7.00	**-**
Others payables		
Expense Payable	2.59	7.70
Ganesh Films	-	85.54
Statutory Payables	46.30	15.70
Advance from Debtors	0.11	-
Gaurav Kumar	0.37	-
Rajiv Vashisht	22.89	-
Sahara Sharma	83.51	-
-- Raconteur Granite Limited		
Audit Fee Payable	3.34	
TDS Payable	17.58	
Advance received from Customers	69.82	
	253.51	**108.94**
Total	**253.51**	**108.94**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 9 Property,Plant and Equipment and Intangible assets as at 31st March 2026

₹ in rupees (in lakhs)

	Assets		Gross Block					Accumulated Depreciation/ Amortisation				Net Block	
		Useful Life (In Years)	Balance as at 1st April 2025	Additions during the year	Addition on account of business acquisition	Deletion during the year	Balance as at 31st March 2026	Balance as at 1st April 2025	Provided during the year	Deletion / adjustments during the year	Balance as at 31st March 2026	Balance as at 31st March 2026	Balance as at 31st March 2025
A	Tangible assets												
	Own Assets												
	Furniture	8.00	0.48		-	-	0.48	0.31	0.07	-	0.39	0.09	0.17
	Computers	3.00	4.04	0.21	-	-	4.25	3.35	0.26	-	3.61	0.63	0.68
	Office Equipments	8.00	2.48	-	-	-	2.48	2.38	0.01	-	2.38	0.10	0.11
	Motor Vehicles	8.00	-	149.81	-	-	149.81	-	7.42	-	7.42	142.39	-
	Generating Set	15.00	-	5.90	-	-	5.90	-	0.03	-	0.03	5.87	-
	Total (A)		**7.00**	**155.92**	-	-	**162.92**	**6.04**	**7.78**	-	**13.83**	**149.09**	**0.96**
	P.Y Total		**6.49**	**0.509**	-	-	7.00	**5.88**	**0.16**	-	**6.04**	**0.96**	**0.61**
B	**Intangible assets**			0			0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Software & Website	5.00	2.59	-	-	-	2.59	2.46	-	-	2.46	0.13	0.13
	Total (B)		**2.59**	-	-	-	**2.59**	**2.46**	-	-	**2.46**	**0.13**	**0.13**
	P.Y Total		**2.59**	-	-	-	**2.59**	**2.46**	-	-	**2.46**	**0.13**	**0.13**
	Current Year Total (A + B)		**9.59**	**155.92**	-	-	**165.51**	**8.51**	**7.78**	-	**16.29**	**149.22**	**1.09**
	Previous Year Total		**9.09**	**0.51**	-	-	**9.59**	**8.34**	**0.16**	-	**8.51**	**1.09**	**0.74**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

General Notes :

1. No depreciation if remaining useful life is negative or zero.
2. Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.
3. If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

Note No. 10 Non-current investments **₹in rupees (in lakhs)**

Particulars	As at 31st March 2026	As at 31st March 2025
-- Raconteur Global Resources		
Non-Trade Investment (Valued at cost unless stated otherwise)		
Investments in equity Instruments (Unquoted)		
In Others		
Investment in other Indian companies equity instruments unquoted non trade	1142.753	-
Gross Investment	**1142.753**	-
Net Investment	**1142.753**	-
-- Raconteur Granite Limited	1242.132	
Less: Inter Group Investments	1142.753	
Aggregate amount of unquoted investments	**1242.132**	-

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 11 Loans and advances

₹ in rupees (in lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
--Raconteur Global Resources				
Other loans and advances				
Intercorporate Advances given - Others *	6,855.50	-	1075.14	157.00
Advances For Film Distribution and Satellite Rights	-	-	734.58	-
Rajiv Vashisht	-	-	-	385.00
Arpan Jain	-	15.00	-	-
B B Enterprises	-	24.00	-	-
Gaurav Garg	-	3.00	-	-
Kritagya Ventures	-	50.00	-	-
-- Raconteur Granite Limited				
Loans and Advances to related parties				
Unsecured considered good	326.02			
Inter Corporate Deposits	3,095.63			
	10,277.15	**92.00**	**1809.72**	**542.00**
Less: Inter Group Loans & Advances	618.87			
Total	**9,658.28**	**92.00**	**1809.72**	**542.00**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 12 Other non-current assets

₹ in rupees (in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Trade receivables	**69.40**	**45.96**
Security Deposit		
-- Raconteur Global Resources Limited	0.95	-
-- Raconteur Granite Limited	68.32	
Total	**138.67**	**45.96**

Non-Current (Current Year)

₹ in rupees (in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	-	39.94	29.46	69.40 -
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	- -
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	
(v) Provision for doubtful receivables	-	-	-	-	-	

Non-Current (Previous Year)

₹ in rupees (in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	45.96	-	-	45.96
(ii) Undisputed Trade Receivables (considered doubtful)	-	-		-	-	-
(iii) Disputed Trade Receivables considered good	-	-		-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-		-	-	-
(v) Provision for doubtful receivables	-	-		-	-	-

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 13 Trade receivables

₹ in rupees (in lakhs)

Particulars	As at 31st March 2026 601.09	As at 31st March 2025
-- Raconteur Global Resources Limited		
Secured, Considered good		-
Unsecured, Considered Good		23.44
Doubtful		-
Allowance for doubtful receivables		-
-- Raconteur Granite Limited		
Total		23.44

(Current Year)

₹ in rupees (in lakhs)

Particulars	Payment date not defined(Outstanding for following periods from due date of Transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	-	-	-	-
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(v) Provision for doubtful receivables	-	-	-	-	-	-

(Previous Year)

₹ in rupees(in lakhs)

Particulars	Payment date not defined(Outstanding for following periods from due date of Transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	23.4361826	-	-	23.4361826
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(v) Provision for doubtful receivables	-	-	-	-	-	-

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 14 Cash and cash equivalents

₹in rupees(in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Balance with banks		
-- Raconteur Global Resources Limited		
ICICI Bank	-	0.03
YES Bank	0.31	0.01
-- Raconteur Granite Limited		
Balances with Banks	0.83	
-- Rockbase Real Estate Projects limited		
Yes Bank	4.95	
-- Skycrest Projects Limited		
Axis Bank	5.18	
TOTAL	**11.27**	**0.04**
Earmarked balances with banks		-
-- Raconteur Global Resources Limited		
Yes Bank Escrow Account	7.00	-
Total	**7.00**	-

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Cash in hand		-
-- Raconteur Global Resources Limited		
Cash in hand	0.06	0.10
-- Raconteur Granite Limited		
Cash in hand	0.16	
Total	**0.22**	**0.10**
Total	**18.49**	**0.14**

Note No. 15 Other current assets

₹in rupees (in lakhs)

Particulars	**As at 31st March 2026**	**As at 31st March 2025**
Other Assets		
TDS Receivable:		
-- Raconteur Global Resources Limited	39.94	
-- Raconteur Granite Limited	18.00	
Profession Tax Payable	-	0.28
GST Recoverable:		-
-- Raconteur Global Resources Limited	10.07	
-- Raconteur Granite Limited	12.29	
-- Skycrest Projects Limited	0.06	
Advance to Suppliers	140.30	-
TCS Recoverable	1.42392	-
Annaya Managment Consultancy Pvt . Ltd. against sale of Share	0.01	-
Total	**222.09**	**0.28**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 16 Revenue from operations

₹in rupees(in lakhs)

Particulars	31st March 2026	31st March 2025
Sale of products		-
-- Raconteur Global Resources Limited	299.84	
-- Raconteur Granite Limited	72.22	
Sale of services		
Commission Received	-	50.00
	-	**50.00**
Revenue from operations	**372.06**	**50.00**
Less: Excise duty	-	-
Net revenue from operations	**372.06**	**50.00**

Note No. 17 Other income

₹in rupees (in lakhs)

Particulars	31st March 2026	31st March 2025
Interest Income		
Interest from CDSL	-	992.60
Interest on Income Tax Refund	-	123.00
Interest Received:		-
-- Raconteur Global Resources Limited	392.83	
Less: Interest received from Raconteur Granite Limited	60.15	
	332.68	**1,115.60**
Other non-operating income		
Other Income	-	0.73
Sundry Balance written Back	85.54	-
Commission Income	5.55	-
	91.09	**0.73**
Total	**423.76**	**0.74**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 18 Purchase of stock-in-trade

₹in rupees (in lakhs)

Particulars	31st March 2026	31st March 2025
Purchases	251.469	-
Total	**251.4687921**	-

Note No. 19 Employee benefit expenses

₹in rupees (in lakhs)

Particulars	31st March 2026	31st March 2025
Salaries and Wages		
-- Raconteur Global Resources Limited		
Salaries & Wages	7.29	13.36
Director Salary	3.50	
-- Raconteur Granite Limited	31.22	
Total	**42.01**	**13.36**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 20 Finance costs ₹ in rupees (in lakhs)

Particulars	31st March 2026	31st March 2025
Interest		
- Raconteur Global Resources Limited		
Interest on Unsecured Loan	295.83	0.25
- Raconteur Granite Limited		
Interest Payment in Loan	171.43	
Less: Interest Paid to Raconteur Global Resources	60.15	0.00
	407.11	**0.25**
Other Borrowing costs		
- Raconteur Granite Limited		
Bank Charges	0.15	
- Raconteur Global Resources Limited		
Processing Fee	7.33	-
	7.48	**-**
Total	**414.59**	**0.25**

Note No. 21 Depreciation and amortization expenses ₹ in rupees (in lakhs)

Particulars	31st March 2026	31st March 2025
Depreciation on tangible assets	7.785	0.16
Total	**7.785**	**0.16**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 22 Other expenses ₹ **in rupees (in lakhs)**

Particulars	**31st March 2026**	**31st March 2025**
-- Raconteur Global Resources Limited		
Advertisement charges	0.83	0.429
Audit Fees	1.50	1.500
Travelling expenses	2.23	0.063
Amount Written Off	-	0.114
RTA Service Charges	0.61	1.153
Professional Fees	3.87	10.134
Annual Issuer Fees	0.23	0.135
Bank charges	0.12	0.296
Charges for Monitoring foreign Investment Limit	0.10	0.423
Depository Fee	-	0.137
E Voting Fee	1.50	0.095
Printing & stationery	0.24	0.234
RERA Registration Fee	-	0.650
ROC Expense	41.50	2.661
ROC Expense	-	0.295
Software License Fee	-	0.150
Website Expense	0.03	0.262
Certification Fee	-	0.500
Round Off	0.00	0.000
Penalty From Companies SOP	0.25	0.400
Processing Fee BSE	0.73	0.218
Stamp Duty Paid	-	0.700
Commission Paid	17.00	-
Insurance expenses	0.52	-
Business Promotion Expenses	18.64	-
Office Renovation Expense	51.09	-
Provision for Doubtful Loans and Advances written-off	734.58	-
Office Expenses	8.62	-

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Particulars	31st March 2026	31st March 2025
	0.00	0
-- Raconteur Granite Limited	0.00	0
Audit fee	0.80	0
ROC Expenses	0.46	0
Office Expenses	1.09	0
Loss on Sale of Assets	1324.15	0
Tour and travelling Expenses	1.52	0
Repair and Maintenance	0.06	0
Insurance Charges	0.41	0
	0.00	0
-- Skycrest Projects Limited	0.00	0
Bank Charges	0.08	0
	0.00	0
-- Rockbase Real Estate Projects Limited	0.00	0
Office Expenses	0.05	0
ROC Expenses	0.02	0
	0.00	0
Total	**2212.85**	**20.550**

Note No. 23 Deferred tax **₹in rupees (in lakhs)**

Particulars	31st March 2026	31st March 2025
Deferred Tax	1.10724	0.068
Total	**1.10724**	**0.068**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 24 Earning Per Share

₹ in rupees (in lakhs)

Particulars	Before Extraordinary items		After Extraordinary items	
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
Basic				
Profit after tax (A)	-674.77	16.351	-674.77	16.35
Weighted average number of shares outstanding (B)	79.96	30.077	79.96	30.08
Basic EPS (A / B)	(8.44)	0.540	-8.44	0.54
Diluted				
Profit after tax (A)	-674.77	16.351	-674.77	16.35
Weighted average number of shares outstanding (B)	79.96	30.077	79.96	30.08
Diluted EPS (A / B)	(8.44)	0.540	-8.44	0.54
Face value per share	-	10.000	-	10.00

Note No. 4(a)Long-term borrowings:Vehicle Loan

₹in rupees (in lakhs)

	As at 31st March 2026	
Particulars	**Non-Current**	**Current Maturities**
Bank of Baroda-BMW Car Loan	54.26	7.29
Bank of Baroda-Fortuner Car Loan	30.52	4.10
Total	**84.78**	**11.40**

Note No. 4(b)Long-term borrowings:Vehicle Loan

₹in rupees (in lakhs)

	As at 31st March 2026	
Particulars	**Non-Current**	**Current Maturities**
Bajaj Finance Ltd.	21.97	3.73
Total	**21.97**	**3.73**

Note No. 6(a)Short-term borrowings:Inter corporate borrowings unsecured

₹in rupees (in lakhs)

	As at 31st March 2026
Particulars	**Amount**
Loan from Subsidiaries	7.68
Total	**7.68**

Note No. 6(b)Short-term borrowings:Loans directors Unsecured

₹in rupees (in lakhs)

	As at 31st March 2026
Particulars	**Amount**
Yogesh Singh Rana	78.45
Total	**78.45**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 6(c)Short-term borrowings:Unsecured Loans & Advances **₹in rupees (in lakhs)**

	As at 31st March 2026	As at 31st March 2025
Particulars	**Amount**	**Amount**
Max BioScience Pvt Ltd	100	100
Nature Heavens India Pvt Ltd	50.00	150
Rajiv Mines & Minerals Pvt Ltd	4.46	4.46
Regency Fincorp Limited	1436.34	160.90
Ecomatix Solutions Pvt Ltd	35.11	113.5
Class Mate Builders Pvt. Ltd.	1486.88	-
Decentify Buildcon Pvt. Ltd.	2611.91	-
First Partner Consulting Pvt. Ltd.	6.00	-
Mohit	22.42	-
Rally Infra Pvt. Ltd.	143.15	-
SN Capital Management Pvt. Ltd.	34	-
Total	**5930.3**	**528.85**

Note No. 8(a) Other current liabilities:Expense Payable **₹n rupees (in lakhs)**

Particulars	31st March 2026	As at 31st March 2025
Salary Payable	-	4.2
Auditors Remuneration Payable	1.35	3
Professional Fee	0.40	0.50
Director Imprest	0.84	-
Total	**2.591**	**7.7**

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 8(b) Other current liabilities:Statutory Payables ₹in rupees (in lakhs)

Particulars	31st March 2026	As at 31st March 2025
GST Payable	15.18	15.18
TDS Payable	31.13	0.52
Total	**46.30**	**15.70**

Note No. 11 (a) Loans and advances : Other loans and advances: Intercorporate Advances given - Others * ₹ in rupees (in lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
Dhull Trading Pvt Ltd	5419.7	-	741.9608544	-
Raconteur Granite Limited	618.9	-	283.1780527	157
Silex Granites Private Limited	50.0	-	50	-
Charm Investments Pvt. Ltd.	52.2	-	-	-
HKI Media Pvt. Ltd.	401.5	-	-	-
Startup Stairs Pvt. Ltd.	313.2	-	-	-
Total	**6855.5**	-	**1075.138907**	**157**

Note No. 11 (b) Loans and advances : Other loans and advances: Advances For Film Distribution and Satellite Rights in rupees (in lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
24 AM Studios Pvt.Ltd - Advance	191.18242	-	191.18242	-
Ganesh Filmes- Advances for Movie Purchase	51.9405	-	51.9405	-
Mangal Entertainment Pvt.Ltd	160.00	-	160	-
Ankit Advertising Pvt.Ltd	25	-	25	-
Anvis Digital Pvt.Ltd	25	-	25	-
Assured Advertising & Media Pvt.Ltd	25	-	25	-
Fistino Vincom Ltd	11.98	-	11.98	-
Iris Mediaworks Limited	100	-	100	-
Shamaru Construction Pvt.Ltd	144.48	-	144.48	-
	-	-	-	-
Provision for Doubtful Loans and Advance	-734.58292	-	-	-
Total	-	-	**734.58292**	-

Note No. 12(a) Other non-current assets:Security Deposit ₹n rupees (in lakhs)

Particulars	31st March 2026
Rental Security	0.95
Total	**0.95**

Raconteur Global Resources Limited
Royal Palms, 3rd Floor, A321 - Master Mind 4, Aarey, Borivali, Aareymilk Colony, Goregaon East, Mumbai, Maharashtra, India – 400065
CIN: L68100MH2018PLC307613

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2026

₹ in lakhs

	PARTICULARS	31st March 2026
A.	**Cash Flow From Operating Activities**	
	Net Profit before tax and extraordinary items (as per Statement of Profit and Loss)	**-2,132.87**
	Adjustments for non Cash/ Non trade items:	
	Depreciation & Amortization Expenses	7.78
	Finance Cost	474.59
	Interest received	-392.83
	(Profit)/Loss on Sales of Fixed Assets	1,324.15
	Other Inflows / (Outflows) of cash	222.57
	Operating profits before Working Capital Changes	**-496.60**
	Adjusted For:	
	(Increase) / Decrease in trade receivables	6.45
	Increase / (Decrease) in trade payables	-474.77
	Increase / (Decrease) in other current liabilities	35.97
	(Increase) / Decrease in Short Term Loans & Advances	450
	(Increase) / Decrease in other current assets	-204.53
	Cash generated from Operations	**-683.48**
	Net Cash flow from Operating Activities(A)	**-683.48**
B.	**Cash Flow From Investing Activities**	
	Purchase of tangible assets	1501.1
	Non Current Investments / (Purchased) sold	-1142.75
	Interest Received	392.83
	Cash advances and loans made to other parties	-9063.59
	Cash advances and loans received back	734.58
	Other Inflow / (Outflows) of cash	-24.39
	Net Cash used in Investing Activities(B)	**-7,602.22**

C.	**Cash Flow From Financing Activities**	
	Finance Cost	-474.59
	Increase in / (Repayment) of Short term Borrowings	5497.37
	Increase in / (Repayment) of Long term borrowings	2139.29
	Increase / (Decrease) in share capital	886.43
	Increase / (Decrease) in share application money pending allotment	0
	Increase / (Decrease) in money received against share warrants	253.75
	Other Inflows / (Outflows) of cash	0
	Net Cash used in Financing Activities(C)	**8,302.25**
D.	**Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)**	**16.56**
E.	Cash & Cash Equivalents at Beginning of period	1.94
F.	Cash & Cash Equivalents at End of period	18.5
G.	**Net Increase / (Decrease) in Cash & Cash Equivalents (F-E)**	**16.56**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Kapil Sandeep and Associates
Chartered Accountant
(FRN: 0016244N)

For and on behalf of the Board of Directors

Sd/-
Surinder Pal Singh
Partner Membership No.: 511569
UDIN : 26511569LJJCUX9824
Place: Mohali
Date: 30/05/2026

Sd/-
Hina
Whole Time Director
DIN: 09534689

Sd/-
Surinder Kumar Kalra
Whole Time Director
DIN: 10779178

RACONTEUR GLOBAL RESOURCES LIMITED & IT'S SUBSIDIARIES
("the Group")
CIN: L68100MH2018PLC307613

Royal Palms, 3rd Floor, A321 - Master Mind 4, Aarey, Borivali, Aareymilk Colony, Goregaon East, Mumbai, Maharashtra, India - 400065

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

A. Basis of Preparation, Principles of Consolidation and Significant Accounting Policies

A.1 Basis of Preparation

The consolidated financial statements relate to Raconteur Global Resources Limited ("the Holding Company") and its subsidiaries (together "the Group"). The consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP), the applicable Accounting Standards (AS) prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014/Companies (Accounting Standards) Rules, 2006, as amended, including Accounting Standard 21 "Consolidated Financial Statements", and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for entities listed on the SME Exchange/Emerge Platform. As the Group's equity shares are listed on the SME Exchange/Emerge Platform of BSE Limited, the Group is not required to, and does not, prepare its financial statements under the Indian Accounting Standards (Ind AS) framework, and continues to follow the Accounting Standards (AS) framework. The financial statements have been prepared under the historical cost convention on accrual basis.

A.2 Principles of Consolidation

The consolidated financial statements have been prepared in accordance with Accounting Standard 21 "Consolidated Financial Statements", on the following basis:

- The financial statements of the Holding Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions, and resulting unrealised profits/losses, in full, in accordance with AS 21.

- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances, to the extent possible, and are presented, to the extent possible, in the same manner as the Holding Company's separate (standalone) financial statements. Specific accounting policies of a subsidiary that differ from those of the Holding Company, where furnished to the Holding Company, have been incorporated into this note (see A.4 to A.17 below), and no material adjustments have been identified as necessary for the purpose of consolidation based on the information available.

- The difference between the cost of investment in a subsidiary and the Holding Company's share of the net assets of the subsidiary as at the date of investment/on the date it became a subsidiary is recognised as Goodwill or Capital Reserve on Consolidation, as the case may be.

- Minority Interest (Non-Controlling Interest) in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from the liabilities and the equity of the Holding Company's shareholders. Minority Interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the date on which investment in a subsidiary is made, and further movements in their share in the equity, subsequent to the date of investment. Minority Interest's share of the net profit/loss for the year is identified and adjusted against the profit/loss of the Group in order to arrive at the net income/loss attributable to the owners of the Holding Company. Refer Note 26 below.

- The list of subsidiaries included in the consolidation, together with the Holding Company's proportion of ownership interest, is given in Note 25 below.

A.3 Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the management of the Holding Company and its subsidiaries to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results could differ from these estimates.

A.4 Revenue Recognition

Expenses and income considered payable and receivable, respectively, are accounted for on accrual basis. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

A.5 Property, Plant and Equipment (including Intangible Assets)

Property, Plant and Equipment, including intangible assets, are stated at their original cost of acquisition, including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets, less accumulated depreciation/amortisation. The Group has adopted the cost model for all classes of items of Property, Plant and Equipment.

A.6 Depreciation and Amortisation

Depreciation on fixed assets is provided to the extent of the depreciable amount on the Straight Line Method (SLM), based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on assets acquired/sold during the year is recognised on a pro-rata basis in the Statement of Profit and Loss up to the date of acquisition/sale. Freehold land (including freehold quarry/mine land held by a subsidiary) is not depreciated. As reported in the statutory auditors' Basis for Qualified Opinion, a subsidiary, Raconteur Granite Limited, has not provided depreciation on its fixed assets (other than freehold quarry land/mine, which is correctly not depreciated) for the year ended 31st March 2026, which is not in accordance with this stated Group policy and with AS 6/Schedule II. Refer Note 32 below for the related disclosure; this policy note should not be read as indicating that the policy was actually applied by that subsidiary during the year.

A.7 Impairment of Assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A.8 Investments

Investments that are readily realisable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term/non-current investments. Non-current investments are carried at cost. Provision for diminution, if any, is made to recognise a decline, other than temporary, in the value of long-term investments. Investments in subsidiaries are eliminated on consolidation as explained in A.2 above and are accordingly not separately reflected as an asset in the consolidated financial statements.

A.9 Inventories

Inventories, where held by the Holding Company or a subsidiary, are valued at the lower of cost (on a FIFO/specific identification/weighted average basis, as applicable to the class of inventory) or net realisable value.

A.10 Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset up to the date the asset is ready for its intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

A.11 Employee Benefits / Retirement Benefits

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered. Retirement benefits, where applicable, are accounted for as and when the liability becomes due for payment (i.e., on a cash/pay-as-you-go basis), rather than on an actuarial accrual basis under AS 15.

A.12 Taxes on Income

Provision for current tax is made on the basis of estimated taxable income for the current accounting year, for each entity in the Group, in accordance with the Income-tax Act, 1961. Deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as at the balance sheet date. Deferred tax assets arising from timing differences are recognised only to the extent there is virtual certainty, supported by convincing evidence, that they would be realised in future. At each balance sheet date, the carrying amount of deferred tax assets is reviewed to reassess realisation.

A.13 Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Provisions are recognised only when there is a present obligation as a result of a past event, and when a reliable estimate of the amount of the obligation can be made. Contingent liabilities are disclosed in the Notes to Accounts for: (i) possible obligations which will be confirmed only by future events not wholly within the control of the Group, or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the consolidated financial statements, since this may result in the recognition of income that may never be realised.

A.14 Trade Receivables, Loans and Advances

Trade receivables, trade payables, loans and advances and unsecured loans have been taken at their book values, subject to confirmation and reconciliation, as more particularly explained in Note 31 below. Provision for doubtful debts/loans and advances is made in respect of balances where recovery is considered doubtful by management, as explained in Note 35 below.

A.15 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and balances with banks (including earmarked/escrow balances), which are subject to an insignificant risk of change in value.

A.16 Foreign Currency Transactions

No foreign currency transactions were recorded by the Holding Company or its subsidiary companies during the year.

A.17 Earnings Per Share

Basic earnings per share is computed by dividing the net profit/(loss) after tax for the year attributable to the owners of the Holding Company (i.e., after deducting the share of the Minority Interest) by the weighted average number of equity shares of the Holding Company outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the effect is anti-dilutive.

A.18 Basis of Financial Information of Subsidiaries not Consolidated on Audited Figures

The accounting policies followed by Skycrest Projects Limited and Rockbase Real Estate Projects Limited, whose financial results are unaudited and have been incorporated in the consolidated financial statements on the basis of figures certified by the respective managements, have not been separately made available for the purpose of this exercise. In the absence of information to the contrary, and having regard to the fact that the financial results of these two subsidiaries are not material to the Group (refer Note 40 below), their accounting policies have been presumed to be consistent, in all material respects, with the Group's accounting policies set out above.

A.19 Rounding Off / Previous Year Figures

Figures in the consolidated financial statements are presented in Indian Rupees (in Lakhs, unless otherwise stated). Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to the current year's presentation. As the subsidiaries were included in the consolidated financial statements for the first time during the current year, the previous year's consolidated figures correspond to the Holding Company's standalone figures for that year, and are, to that extent, not comparable with the current year's consolidated figures.

A.20 Segment Reporting

The Group has identified business segments as the primary segment for reporting in accordance with Accounting Standard (AS) 17 – *Segment Reporting*. Business segments have been identified based on the nature of products and services, the differing risks and returns associated with each business and the internal financial information reviewed by the Chief Operating Decision Maker for the purposes of resource allocation and assessment of segment performance.

The Group has identified the following reportable business segments:

1. Raconteur Global Resources Limited

Business Segment	Principal Activities
Defence Equipment	Manufacture, trading and supply of defence equipment
Mining & Quarrying	Mining activities, quarrying of stone, sand and clay and allied mineral extraction activities

2. Raconteur Granite Limited

Business Segment	Principal Activities
Mining & Quarrying	Mining activities, quarrying of stone, sand and clay and allied mineral extraction activities

3. **Skycrest Projects Limited**

Business Segment	Principal Activities
Information Technology Services	Repair and maintenance of computer and peripheral equipment

4. **Rockbase Real Estate Projects Limited**

Business Segment	Principal Activities
Real Estate	Real estate development and project activities

During the year ended **31 March 2026**, the Group generated revenue from operations from the **Defence Equipment** and **Mining & Quarrying** segments. The **Real Estate** and **Information Technology Services** segments did not generate any revenue from operations during the year. However, these segments continued to hold assets and incur expenditure in connection with their business activities and are therefore disclosed as separate reportable business segments.

Revenue Reconciliation

Particulars	Raconteur Global Resources Limited	Raconteur Granite Limited	Total Amount (in Rs.)
Defence Equipment	2,99,83,625.00	NA	2,99,83,625.00
Mining & Quarrying	Nil	72,21,918.80	72,21,918.80
Revenue from Operations	2,99,83,625.00	72,21,918.80	**3,72,05,543.80**

B. Notes to Accounts

(These notes are in addition to, and to be read together with, the Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement and the accompanying Note 1 to Note 24 schedules/annexures thereto, which have been separately prepared. Numbering below continues from Note 25 so as not to conflict with those existing schedule references. Figures in this Section B are stated in Rs. Lakhs, consistent with the Consolidated Balance Sheet and Statement of Profit and Loss, unless otherwise indicated.)

Note No. 25 Details of Subsidiaries Included in the Consolidated Financial Results

Name of Subsidiary	Nature of Business	Basis of Financials	% Holding	Net Profit/(Loss) for the year (Rs. Lakhs)	Component Auditor
Raconteur Granite Limited (RGL)	Mining / Granite / Trading	Audited	70.81%	(1,459.07)	Mohit Chawla and Associates, Chartered Accountants (M. No. 546175, FRN 032061N)
Skycrest Projects Limited	Real Estate	Management Certified (unaudited)	100%	(0.07)	Not applicable - unaudited
Rockbase Real Estate Projects Limited	Real Estate	Management Certified (unaudited)	100%	(0.07)	Not applicable - unaudited

The financial results of Raconteur Granite Limited have been audited by its component auditor, Mohit Chawla and Associates, Chartered Accountants, whose report has been furnished to the Holding Company's statutory auditors and relied upon in terms of SA 600 'Using the Work of Another Auditor'. The financial results of Skycrest Projects Limited and Rockbase Real Estate Projects Limited are unaudited and have been incorporated in the consolidated financial statements on the basis of figures certified by their respective managements; these two subsidiaries are not material to the Group - refer Note 40.

Note No. 26 Minority Interest (Non-Controlling Interest)

Particulars	As at/for the year ended 31.03.2026 (Rs. Lakhs)	As at/for the year ended 31.03.2025 (Rs. Lakhs)
Minority Interest in net assets of RGL - Balance Sheet	41.05	Not applicable (RGL not consolidated in P.Y.)
Minority share (29.19%) of RGL's net loss for the year, adjusted against Group profit/(loss) - Statement of Profit and Loss	(425.90)	-

Minority Interest represents the 29.19% shareholding in Raconteur Granite Limited not held by the Holding Company. Skycrest Projects Limited and Rockbase Real Estate Projects Limited being wholly-owned subsidiaries (100% holding), no minority interest arises in respect of these two subsidiaries.

Reconciliation of consolidated Profit/(Loss) for the year attributable to Owners of the Company and to Minority Interest (as computed for this exercise; to be verified against the final consolidated working papers):

Particulars	2025-26 (Rs. Lakhs)	2024-25 (Rs. Lakhs)
Loss attributable to Owners of the Holding Company (Holding Company's own loss + Owners' 70.81% share of RGL's loss + 100% of Skycrest and Rockbase results)	(1,708.08)	16.35
Loss attributable to Minority Interest (29.19% of RGL's loss)	(425.90)	-
Consolidated Profit/(Loss) for the year	**(2,133.96)**	**16.35**

Note No. 27 Goodwill / Capital Reserve on Consolidation

As explained in Note A.2 above, the difference between the Holding Company's cost of investment in each subsidiary and its share of the net assets of the subsidiary as at the date of acquisition/date of becoming a subsidiary is required to be recognised as Goodwill or Capital Reserve on Consolidation under AS 21. This computation has not been furnished/made available for this exercise and is not reflected in the Consolidated Balance Sheet figures reviewed.

Note No. 28 Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, in respect of the Group - Rs.NIL (P.Y. Rs.NIL).

Note No. 29 Related Party Disclosures (as per Accounting Standard 18)

Transactions and balances between the Holding Company and its subsidiaries are eliminated on consolidation in accordance with AS 21, and are accordingly not separately reflected in the consolidated figures. However, in accordance with AS 18, the relationships and the nature of transactions with related parties of the Group (including entities/persons related to the subsidiaries) are disclosed below, based on the information available with/identified by the Holding Company and furnished by Raconteur Granite Limited:

(a) Names of related parties and nature of relationship:

Nature of Relationship	Name of the Related Party
Subsidiaries (consolidated)	Raconteur Granite Limited; Skycrest Projects Limited; Rockbase Real Estate Projects Limited
Key Managerial Personnel (KMP) - Holding Company	Hina, Whole Time Director (DIN: 09534689); Surinder Kumar Kalra, Whole Time Director (DIN: 10779178)
Key Managerial Personnel (KMP) - Raconteur Granite Limited	Shah Adnan (Director, DIN: 10985412); Sarfaraz Sarfaraz Mallick Khan (Director, DIN: 10255433)
Entities in which Directors/KMP of the Holding Company are interested	Dhull Trading Pvt. Ltd. (loan given by Holding Company - Note 27 of the Standalone Notes to Accounts);
Entities in which Directors of Raconteur Granite Limited are interested (as furnished by RGL)	Sangam Enterprises; Sarthak Enterprises; Raconteur Granite Mines Pvt. Ltd.

(b) Material transactions/balances with related parties (before elimination on consolidation):

Related Party	Nature of Transaction/Balance	31.03.2026 (Rs.)	31.03.2025 (Rs.)
Raconteur Granite Limited (subsidiary)	Loan given by Holding Company - closing balance (long-term, eliminated on consolidation)	6,18,87,745.27	4,40,17,805.27
Raconteur Granite Mines Pvt. Ltd. (entity in which a director of RGL is interested)	Advance outstanding (per RGL's books) - closing balance	37,44,000 (Rs.37.44 Lakhs)	37,44,000 (Rs.37.44 Lakhs)
Sangam Enterprises (entity in which a director of RGL is interested)	Advance outstanding (per RGL's books) - closing balance	-	1,96,000 (Rs.1.96 Lakhs)
Sarthak Enterprises (entity in which a director of RGL is interested)	Advance outstanding (per RGL's books) - closing balance	-	11,80,000 (Rs.11.80 Lakhs)
KMP of RGL	Director's remuneration (salary) - RGL	2,28,98,230	39,00,000

The Holding Company's own related party transactions (loans/advances given to Dhull Trading Pvt. Ltd. and other entities, and directors' remuneration of the Holding Company) are set out in Note 26 of the standalone Notes to Accounts and have not been repeated here in full; this Group note should be read together with that standalone disclosure. Completeness of the related party list at both the Holding Company and subsidiary level remains a management responsibility.

Note No. 30 Disclosure under Section 186 of the Companies Act, 2013

Particulars of loans given, investments made and guarantees given by the Holding Company, in accordance with Section 186 of the Companies Act, 2013, are set out in Note 27 of the standalone Notes to Accounts of the Holding Company, and are not repeated here. Loans given by the Holding Company to Raconteur Granite Limited, a subsidiary, are eliminated on consolidation but remain subject to the requirements of Section 186 at the standalone level of the Holding Company.

Note No. 31 Non-receipt of External Balance Confirmations (SA 505)

External balance confirmations, as required under SA 505 'External Confirmations', have not been received from counter-parties of the Holding Company in respect of balances of trade receivables, trade payables, and loans and advances given and taken as at 31st March 2026 (refer Note 31 of the standalone Notes to Accounts). These balances are subject to confirmation, reconciliation and consequential adjustments, if any. The resultant impact, if any, on the consolidated net profit/(loss) for the year, consolidated reserves and surplus, and the relevant consolidated asset and liability balances as at the balance sheet date is presently not ascertainable. Raconteur Granite Limited has similarly stated, in its own Notes to Accounts, that trade receivables, trade payables, loans and advances and unsecured loans have been taken at book value, subject to confirmation and reconciliation.

Note No. 32 Non-provision of Depreciation on Fixed Assets in Raconteur Granite Limited (Subsidiary)

Raconteur Granite Limited (RGL), a subsidiary of the Holding Company, has not charged depreciation on its fixed assets (other than the freehold Quarry Land/Mine, which is not subject to depreciation) for the year ended 31st March 2026, notwithstanding RGL's own stated accounting policy (Policy No. 5 of RGL's Significant Accounting Policies) that depreciation is provided on the Straight Line Method based on the useful life of assets prescribed under Schedule II to the Companies Act, 2013. This is not in accordance with AS 6 'Depreciation Accounting' and Schedule II to the Companies Act, 2013, which mandate provision of depreciation on all depreciable fixed assets over their useful lives, and results in an overstatement of Group profit and an overstatement of the net block of fixed assets in the Consolidated Statement. The component auditor of RGL has not reported this matter either in the audit report or in the notes to the financial statements of RGL. Asset-wise details and the applicable depreciation rates were not made available to the Holding Company's statutory auditors as principal auditor. Accordingly, the quantum of depreciation not charged, and its impact on consolidated net profit and net block of fixed assets, is not ascertainable at this stage. This matter forms the basis of a qualification in the statutory auditors' report on the Consolidated Financial Results.

Note No. 33 Material Uncertainty Related to Going Concern

The Group has unsecured loans payable from various parties amounting to Rs.60,16,39,663 and has given loans and advances amounting to Rs.69,47,50,185, at the Holding Company level, as at the balance sheet date, which are substantial in comparison to the Holding Company's net worth. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Holding Company's, and consequently the Group's, ability to continue as a going concern. The going concern assumption is significantly dependent upon the recoverability of such loans and advances, continued support from lenders/creditors, and the continuation of the Holding Company's and the Group's current business activities.

In addition, as explained in Note 34 below, Raconteur Granite Limited sold its freehold Quarry Land/Mine during the year, which constituted approximately 96.77% of RGL's total assets prior to the sale. Consequently, RGL has no remaining primary operating asset as at 31st March 2026, and its future operations are wholly dependent on the business plans and decisions of the management of RGL and of the Holding Company. This represents an additional material uncertainty regarding the future operations of RGL as a subsidiary, and consequently of the Group. The Board of Directors, after considering these matters, is of the view that the going concern basis of accounting continues to be appropriate for the preparation of the consolidated financial statements.

Note No. 34 Sale of Quarry Land/Mine by Raconteur Granite Limited (Subsidiary) - Material Transaction

Raconteur Granite Limited (RGL), a subsidiary of the Holding Company, sold its freehold Quarry Land/Mine during the year ended 31st March 2026. The said asset had a book value of Rs.31,24,15,416 and was sold for a consideration of Rs.18,00,00,000, resulting in a loss of Rs.13,24,15,416. Prior to this sale, this asset constituted approximately 96.77% of the total assets of RGL. The loss of Rs.13,24,15,416 has been recognised in the books of account of RGL and is correctly reflected in the Consolidated Statement of Profit and Loss. This transaction, being exceptional and material in nature, has not been separately disclosed in the notes to the standalone financial statements of RGL, nor has it been referred to in the audit report of the component auditor of RGL; appropriate disclosure of this transaction has, however, been ensured in these consolidated financial statements. Refer also Note 33 above for the consequential going concern implications for RGL.

Note No. 35 Provision for Doubtful Loans and Advances and Write-back of Old Balances

During the year, the Holding Company provided for/wrote off advances for film distribution and satellite rights amounting to Rs.7,34,58,292, and wrote back an old payable balance of Rs.85,53,804.56, as more particularly explained in Note 35 of the standalone Notes to Accounts. Both items have been carried through into the Consolidated Statement of Profit and Loss and involve significant management judgement as to recoverability/payability.

Note No. 36 Dues to Micro, Small and Medium Enterprises

On the basis of information and records available with the Holding Company, there were no amounts payable by the Holding Company to Micro and Small Enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at 31st March 2026 (P.Y. Rs.NIL). Raconteur Granite Limited has similarly stated that the SSI/MSME status of its creditors is not known to it, and the information has accordingly not been furnished by RGL.

Note No. 37 Earnings/Expenditure in Foreign Currency and Auditors' Remuneration (Group)

Particulars	**2025-26 (Rs.)**	**2024-25 (Rs.)**
Earnings in foreign currency (Holding Company and RGL)	NIL	NIL
Expenditure in foreign currency (Holding Company and RGL)	NIL	NIL
Auditors' Remuneration - Holding Company (Kapil Sandeep & Associates) - Audit fees	1,50,000	1,50,000
Auditors' Remuneration - Raconteur Granite Limited (Mohit Chawla and Associates) - Audit fees	80,000	80,000
Total Auditors' Remuneration (Group)	**2,30,000**	**2,30,000**

Note No. 38 Additional Regulatory Information (pursuant to Schedule III to the Companies Act, 2013)

S.No.	Particulars	Disclosure
(a)	Title deeds of immovable property not held in the name of the Group	Not applicable.
(b)	Property, Plant and Equipment revalued during the year	No revaluation was carried out by the Holding Company during the year.
(c)	Loans or advances granted to promoters, directors, KMPs and related parties, repayable on demand or without specifying repayment terms	Refer Note 27 of the standalone Notes to Accounts (Holding Company) and Note 29 above (Group related parties, including RGL's advances to entities in which its directors are interested).
(d)	Capital-work-in-progress (CWIP) / Intangible assets under development ageing schedules	Not applicable - Nil balances reported for the Group as at 31st March 2026.
(e) (f)	Details of Benami property held Wilful defaulter	No proceedings have been initiated or are pending against the Holding Company for holding any benami property. The Holding Company has not been declared a wilful defaulter by any bank/financial institution.
		No transactions were entered into during the year with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

S.No.	Particulars	Disclosure
		The Group has no cases where charges or satisfaction of charges are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period as of the end of the financial year.
(g)	Relationship with struck-off companies; Registration of charges with ROC; Compliance with number of layers of companies; Compliance with approved scheme(s) of arrangement; Utilisation of borrowed funds and share premium (layering); Undisclosed income; Crypto/Virtual currency; CSR applicability	The Group has complied with the requirement of clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017. No funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries." There is no income surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961, that has not been recorded in the books of account. The Group has not traded or invested in Crypto currency or virtual currency during the year. The provisions of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Group for the current financial year. Accordingly, no disclosure or expenditure is required to be made under the said section

Note No. 39 Consolidated Ratios and Reasons for Variance

Pursuant to the amendments to Schedule III to the Companies Act, 2013, the following ratios are disclosed for the Group (computed from the figures appearing in the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss, in Rs. Lakhs):

Ratio	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance
(a) Current Ratio	0.13	0.87	(85%)	Sharp increase in Group short-term borrowings (Rs.6,581.45 Lakhs), largely at the Holding Company level, without a corresponding increase in current assets.
(b) Debt-Equity Ratio	5.22	0.29	1,700%	Consolidation of RGL's substantial borrowings (Rs.3,234 Lakhs approx. long-term) together with fresh Holding Company borrowings raised during the year.
(c) Debt Service Coverage Ratio	(4.13)	N.A.	N.A.	Negative Group EBITDA, driven principally by RGL's loss on sale of Quarry Land/Mine (Rs.1,324.15 Lakhs) and the Holding Company's provision for doubtful loans/advances.
(d) Return on Equity Ratio	(113.66 %)	1%	N.A.	Consolidated net loss of Rs.2,133.96 Lakhs for the year, principally on account of RGL's loss on sale of its

Ratio	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance
				Quarry Land/Mine and the Holding Company's provision for doubtful loans/advances.
(e) Inventory Turnover Ratio	N.A.	N.A.	N.A.	The Group does not carry any inventory.
(f) Trade Receivables Turnover Ratio	1.19	2.90	(59%)	Consolidation of RGL's trade receivables materially increased average Group trade receivables relative to Group revenue. Computed using current trade receivables only (Note 13); non-current trade receivables have not been included - see basis of computation below.
(g) Trade Payables Turnover Ratio	1.79	N.A.	N.A.	Consolidation of RGL's trade payables materially increased average Group trade payables; not comparable to the previous year (Holding Company only).
(h) Net Capital Turnover Ratio	(0.06)	(0.58)	(90%)	Working capital deficit widened materially at the Group level due to the increase in short-term borrowings.

Ratio	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance
(i) Net Profit Ratio	(573.55 %)	33%	N.A.	Consolidated net loss for the year as explained under Return on Equity Ratio above.
(j) Return on Capital Employed	(32.78 %)	1%	N.A.	Group operating loss before interest and tax during the year.
(k) Return on Investment	N.A.	N.A.	N.A.	Non-current investments were acquired by the Holding Company during the current year and did not generate separately identifiable investment income; not separately computed.

Basis of computation: ratios computed on the same formulae basis as set out in Note 34 of the standalone Notes to Accounts, applied to the Consolidated Total figures (Rs. Lakhs) appearing in the Consolidated Balance Sheet and Statement of Profit and Loss reviewed for this exercise. Return on Equity uses average total equity including Minority Interest. These computations are provided for management's review and should be independently verified - in particular, the Debt Service Coverage Ratio (full Group debt-repayment schedule not available for this exercise) and the Trade Receivables Turnover Ratio (computed on current trade receivables only, as the split of the consolidated 'Other Non-current Assets' balance between trade receivables and other items, as between the Holding Company and RGL, was not separately available) - before the ratios are finalised for reporting.

Note No. 40 Other Matters

(a) The Consolidated Statement includes the audited financial results of Raconteur Granite Limited, whose financial results reflect total income of Rs.0.72 crore and net loss of Rs.(14.59) crore for the year ended 31st March 2026, audited by its component auditor. The opinion on the Consolidated Statement, in so far as it relates to the amounts and disclosures in respect of this subsidiary, is based on the report of the component auditor.

(b) The Consolidated Statement includes the unaudited/management-certified financial results of Skycrest Projects Limited and Rockbase Real Estate Projects Limited, both real estate companies with small/negligible operations, reflecting total comprehensive income/(loss) of Rs.NIL crore and Rs.0.00 crore respectively for the year ended 31st March 2026. These financial results have been certified by the respective managements. In the opinion of the management, the financial results of these two subsidiaries are not material to the Group.

(c) The Consolidated Financial Results dealt with by this note have been prepared for the express purpose of filing with the stock exchange in terms of the applicable SEBI Listing Regulations.

Note No. 41 Regrouping / Reclassification

Figures for the previous year have been regrouped and/or reclassified, wherever considered necessary, to conform to the classification adopted for the current year. As explained in Note A.19 above, the previous year's consolidated figures correspond to the Holding Company's standalone figures, as the subsidiaries were consolidated for the first time in the current year.

Note No. 42 Approval of Consolidated Financial Statements

The consolidated financial statements were approved for issue by the Board of Directors of the Holding Company on 30th May 2026, subject to the matters set out in Note 27 to Note 39 above.

The Significant Accounting Policies (Note A.1 to A.19) and the accompanying Notes to Accounts (Note 25 to Note 42) above, read together with Note 1 to Note 24 (schedules/annexures forming part of the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss prepared separately), form an integral part of these consolidated financial statements.

In terms of Our Separate Audit Report of Even Date Attached.

For Kapil Sandeep and Associates
Chartered Accountants

Sd/-
(Surinder Pal Singh)
Partner Membership No. 511569
Registration No. 0016244N
Place:- Mohali
Date: - 30/05/2026
UDIN: - 26511569LJJCUX9824

For Raconteur Global Resources Limited

Sd/-
Hina
Director
DIN : 09534689

Sd/-
Surinder Kumar Kalra
Director
DIN : 10779178

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RACONTEUR GLOBAL RESOURCES LIMITED ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Report on the Audit of the Standalone Financial Statements

1. Qualified Opinion

We have audited the accompanying Standalone Financial Statements of Raconteur Global Resources Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of 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 possible effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards (AS) prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, and its profit/loss and its cash flows for the year ended on that date.

2. Basis for Qualified Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial

Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion, except for the matter described below:

Non-receipt of External Balance Confirmations (SA 505): External balance confirmations as required under SA 505 have not been received from the counter-parties. The balances of trade receivables, trade payables, loans and advances given and taken as at 31st March 2026 are subject to confirmation, reconciliation and consequential adjustments, if any. In view of the above, we are unable to comment upon the resultant impact on the profit for the year, reserves and surplus, loans and advances, trade receivables, trade payables and current and non-current assets and liabilities as at the balance sheet date.

3. Emphasis of Matter

We draw attention to the following matters in the Notes to the Standalone Financial Statements:

(i) Certain balances of trade receivables, trade payables, loans and advances remain unconfirmed as at the balance sheet date. As more fully described in the Basis for Qualified Opinion section above, we are unable to comment on the resultant impact on the profit for the year and the related balance sheet items as at 31st March 2026.

(ii) The Company has unsecured loans payable from various parties amounting to ₹60,16,39,663/- and loans and advances given amounting to ₹69,47,50,185/- as at the reporting date, which are substantial in comparison to the Company's net worth. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The going concern assumption is significantly dependent upon the recoverability of such loans and advances, continued support from lenders/creditors and the continuation of the Company's current business activities.

Our opinion on the Standalone Financial Statements is not modified in respect of the above matters.

4. *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For matters already described in the Basis for Qualified Opinion or Emphasis of Matter sections above, the following description addresses only how our audit addressed those matters; the issue description is not repeated here.

S.No.	Key Audit Matter — Description	Auditor's Response
1	Provision for Doubtful Loans and Advances — ₹7,34,58,292/-: During the year, the Company has created provision for doubtful loans and advances amounting to ₹7,34,58,292/- in respect of balances outstanding for a considerable period, where recoverability has been assessed as doubtful by the management. Considering the materiality of the amounts involved and the judgement required in assessing recoverability, this matter has been identified as a Key Audit Matter.	Our audit procedures included: (a) obtaining and evaluating management's assessment regarding recoverability; (b) testing ageing of balances with reference to books of account and ledger records; (c) examining supporting documents including agreements, invoices, account statements and correspondence; (d) seeking balance confirmations under SA 505 — confirmations were not received and management's explanations were evaluated; (e) checking subsequent receipts and payments after the reporting date; (f) evaluating reasonableness of management's judgement; (g) verifying accounting entries and their presentation; and (h) assessing adequacy of related disclosures. Our opinion is not modified in respect of this matter.

S.No.	Key Audit Matter — Description	Auditor's Response
2	Write-back of Old Payable Balances — ₹85,53,804.56/-: During the year, the Company has written back old payable balances amounting to ₹85,53,804.56/- in respect of balances outstanding for a considerable period, where payability has been assessed as no longer applicable by the management. Considering the materiality involved and the judgement required in assessing payability, this matter has been identified as a Key Audit Matter.	Our audit procedures were aligned with those for Key Audit Matter 1 above. We obtained and evaluated management's assessment of payability of old balances; verified ageing of outstanding amounts; examined available supporting documents; sent balance confirmation requests (confirmations not received — management's explanations evaluated); assessed reasonableness of management's judgement; verified accounting entries; and assessed adequacy of disclosures. Our opinion is not modified in respect of this matter.
3	Concentration of Loans and Advances — ₹69,47,50,185/- (80.86% of Total Assets): The Company has given substantial loans and advances to various entities aggregating ₹69,47,50,185/- as at 31st March 2026, representing 80.86% of total assets. The largest outstanding is to Dhull Trading Private Limited — ₹54,19,65,410/- — in which a Director of the Company holds a directorship interest. This is identified as a Key Audit Matter due to concentration risk, related party concerns, and the dormant nature of several advances.	Our audit procedures included review of party-wise loan and advance ledgers, loan agreements, board approvals, bank statements and correspondence. We sent balance confirmation requests under SA 505 to parties having significant outstanding balances; where confirmations were not received, alternative procedures were performed including verification of subsequent receipts, ledger movements and bank records. We assessed the impact on going concern and evaluated adequacy of related disclosures. Our opinion is not modified in respect of this matter.

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

The Company's Board of Directors is responsible for the preparation and presentation of the Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Accounting Standards (AS) prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

6. ***Auditor's Responsibilities for the Audit of the Standalone Financial Statements***

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for 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 the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' 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 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 Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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.

7. Other Matters

This report does not include reporting on matters specified under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which have been dealt with by us in a separate report of even date issued to the Board of Directors for the purpose of filing with the stock exchange.

Our opinion on the Standalone Financial Statements is not modified in respect of this matter.

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 Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above.

(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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid Standalone Financial Statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2006, as amended.

(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 and the operating effectiveness of such controls, refer to our separate report in **Annexure A**, issued under Section 143(3)(i) of the Act.

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

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

i. The Standalone Financial Statements disclose the impact, if any, of pending litigations on the financial position of the Company.

ii. The Company did not have any material foreseeable losses on long-term contracts, including derivative contracts, for which provision would be required under any applicable law or accounting standards

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

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

(b) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures performed by us, that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year

vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account, and the feature of recording audit trail (edit log) facility, where applicable as per the statutory requirement, has operated for the year, and no instance of the audit trail feature being tampered with was noticed by us

For Kapil Sandeep & Associates
Chartered Accountants
Firm Registration No. 016244N

CA. Surinder Pal Singh
Partner
Membership No. 511569
UDIN: 26511569KVWDOL5364
Place: Mohali
Date: 30th May 2026

RACONTEUR GLOBAL RESOURCES LIMITED
CIN: L68100MH2018PLC307613

Annexures to the Independent Auditors' Report on the Standalone Financial Statements for the year ended 31st March 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph [*] under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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 Raconteur Global Resources Limited ("the Company") as of 31st March 2026 in conjunction with our audit of the standalone 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial 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.

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at 31st March 2026:

(a) The Company did not have an adequate internal control system for obtaining external balance confirmations, on a periodic basis, in respect of trade receivables, trade payables and loans and advances given and taken, which could result in balances not being independently corroborated and reconciled in a timely manner. This failure could potentially result in material misstatements in the Company's trade receivables, trade payables, loans and advances balances, and consequently could have a material effect on the standalone financial statements.

(b) The Company did not have an adequate internal control system commensurate with the size and nature of its business for the sanction, documentation (including specification of rate of interest and repayment terms), monitoring and periodic assessment of recoverability of inter-corporate loans and advances given, including loans and advances to a party in which a director is interested, and for evaluating compliance with the limits, conditions and approval requirements under Section 186 of the Companies Act, 2013 in respect of such loans and advances, which are substantial and represent 80.86% of the Company's total assets as at the balance sheet date.

(c) The Company did not have an adequate internal control system for the timely identification, assessment and provisioning of doubtful loans, advances and other receivables, as evidenced by the write-off of advances of ₹7,34,58,292 for film distribution and satellite rights, and the write-back of an old payable balance of ₹85,53,804.56, both being balances outstanding for a considerable period prior to the year of write-off/write-back, without evidence of a systematic periodic review process having operated during the intervening years.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, except for the possible effects of the material weaknesses described above in the Basis for Qualified Opinion paragraph on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting as at 31st March 2026.

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended 31st March 2026, and these material weaknesses have affected our opinion on the standalone financial statements of the Company, and we have issued a qualified opinion on the standalone financial statements.

For Kapil Sandeep & Associates
Chartered Accountants
Firm Registration No. 016244N

Sd/-
CA. Surinder Pal Singh
Partner Membership No. 511569
UDIN: 26511569KVWDOL5364
Place: Mohali
Date: 30th May, 2026

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

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

Report under the Companies (Auditor's Report) Order, 2020 ("the Order")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we state that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment. (B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Property, Plant and Equipment have been physically verified by the management during the year.

(c) According to the information and explanations given to us and the records examined by us, the Company does not hold any immovable property (freehold/leasehold land or buildings) as at the balance sheet date; accordingly, the requirement to report on title deeds of immovable property is not applicable to the Company.

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

(e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

(ii) Inventory and Working Capital

(a) The Company does not hold any inventory; accordingly, the requirements to report on physical verification of inventory and discrepancies of 10% or more are not applicable.

(b) During the year, the Company has not been sanctioned any working capital limits in excess of ₹5 crore, in aggregate, from banks or financial institutions on the basis of security of current assets; accordingly, reporting on the filing of quarterly returns/statements with such banks/financial institutions is not applicable.

(iii) Investments, Loans, Guarantees and Advances (Section 186)

During the year, the Company has made investments in, and granted unsecured loans and advances in the nature of loans to, companies, and other parties, as follows:

(a) The Company has not provided any guarantee or security or granted any advance in the nature of a loan to subsidiaries, joint ventures or associates during the year. The Company has, however, provided a loan in the nature of an inter-corporate deposit to Raconteur Granite Limited, its subsidiary, aggregating ₹6,18,87,745.27 (closing balance as at 31st March 2026), and has granted loans/advances to other parties, including Dhull Trading Private Limited (₹54,19,65,410.44), Silex Granites Private Limited, Charm Investments Private Limited, HKI Media Private Limited, Startup Stairs Private Limited, and certain other parties on a short-term basis. In our opinion, having regard to the aggregate quantum of such loans and advances (representing 80.86% of the Company's total assets as at the balance sheet date), and the nature of some of the counter-parties (including an entity in which a director of the Company is interested), the terms and conditions of the grant of these loans and advances are, prima facie, not prejudicial to the Company's interest to the extent ascertainable from the information made available to us.

(b) In respect of the aforesaid loans and advances, the schedule of repayment of principal and payment of interest has been stipulated and the repayments are regular.

(c) In respect of loans and advances in the nature of loans, they is no overdue for more than ninety days as at the balance sheet date.

(d) No loan or advance in the nature of a loan granted, which has fallen due during the year, has been renewed or extended, or fresh loans granted to settle the overdue of existing loans given to the same parties, based on the information made available to us.

(e) The Company has not granted loans/advances in the nature of loans, without specifying any terms or period of repayment.

(iv) Compliance with Sections 185 and 186

In respect of loans, investments, guarantees and security, the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) Deposits

The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made thereunder, during the year. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) Cost Records

The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.

(vii) Statutory Dues

(a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2026 for a period of more than six months from the date they became payable, other than the GST payable of ₹15,17,831.85 and TDS payable of ₹31,12,505.16 disclosed under Note 8 of the standalone Notes to Accounts, which represent current-period statutory dues payable in the normal course and are not, in our understanding, overdue by more than six months.

(b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute as at 31st March 2026.

(viii) Unrecorded Income

According to the information and explanations given to us and the records of the Company examined by us, there is no transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961), consistent with the disclosure at Note 33(n) of the standalone Notes to Accounts.

(ix) Repayment of Loans and Borrowings

(a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans/borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, term loans (vehicle loans - Note 4) availed by the

Company were applied for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short-term basis have, prima facie, been used for long-term purposes, to the extent that unsecured short-term borrowings aggregating ₹59,30,26,663.80 raised during the year (Note 6) have been substantially applied towards funding long-term inter-corporate loans and advances aggregating ₹68,55,50,185.88 (Note 11), rather than being applied for short-term working capital purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has, in aggregate, taken funds from parties/entities and, in turn, granted loans/advances of a similar or larger quantum to its subsidiary, Raconteur Granite Limited, and to other inter-corporate parties, during the year.

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

(x) Utilisation of Money Raised

(a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. During the year, the Company raised money through a preferential allotment of 55,64,283 equity shares of ₹10/- each at a premium of ₹4/- per share (aggregating ₹7,78,99,962, of which ₹2,22,57,132 has been credited to Securities Premium Account as disclosed in Note 1 and Note 2 of the standalone Notes to

Accounts) and through money received against share warrants (₹2,53,74,999 - Note 3), in each case in terms of the applicable SEBI ICDR Regulations, 2018. Based on our examination we are of the opinion that the money so raised has been applied for the purposes for which it was raised.

(xi) Fraud Reporting

(a) Based on the audit procedures performed by us and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year. [

(b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4, as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014, with the Central Government during the year or up to the date of this report.

(c) According to the information and explanations given to us, no whistle-blower complaints have been received by the Company during the year.

(xii) Nidhi Company

The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Accordingly, reporting under clauses 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Related Party Transactions

According to the information and explanations given to us, all transactions with related parties during the year are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards (Note 26 of the standalone Notes to Accounts).

(xiv) Internal Audit

(a) In our opinion, based on the information and explanations made available to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) the reports of the Internal Auditors for the period under audit have been considered by us.

(xv) Non-cash Transactions with Directors

According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, and hence the provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) Registration under the Reserve Bank of India Act, 1934

(a) In our opinion, based on the information and explanation given to us, including management's representation that the loans and advances at Note 11 are non-interest-bearing and were extended with a view to conversion into equity upon completion of the necessary approvals and documentation, and are accordingly temporary in nature and not held for the purpose of carrying on financing activity, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) In our opinion, subject to sub-clause (a) above, the Company is not a Core Investment Company ('CIC') as defined in the regulations made by the Reserve Bank of India.

(xvii) Cash Losses

The Company has incurred a cash loss of ₹17,93,740.50 during the financial year covered by our audit, computed as under, and has not incurred any cash loss in the immediately preceding financial year, in which it had reported a profit of ₹16,35,101.41 (Note 2).

Particulars	Amount (₹)
Net Loss for the year (Note 24)	(6,74,76,710.00)
Add: Depreciation and amortisation expense (non-cash) - Note 21	7,78,482.06
Add: Provision for doubtful loans and advances written off (non-cash) - Note 22/29	7,34,58,292.00
Less: Sundry balances/old payable written back (non-cash income) - Note 17/29	(85,53,804.56)
Cash Loss for the year	**(17,93,740.50)**

The above computation adjusts the Net Loss for the year for the non-cash charges (depreciation and the provision for doubtful loans and advances written off) and the non-cash income (write-back of the old payable balance).

(xviii) Resignation of Statutory Auditors

There has been no resignation of the statutory auditors of the Company during the year; accordingly, reporting under clause 3(xviii) of the Order is not applicable.

(xix) Material Uncertainty on Meeting Liabilities

On the basis of the financial ratios (Note 34 of the standalone Notes to Accounts), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors' and management's plans, we are of the opinion that a material uncertainty exists as at the balance sheet date, and we are unable to state whether the Company is capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We draw attention to the fact that the Company's current liabilities (₹62,72,24,496.59) substantially exceed its current assets (₹2,91,11,040.51), and that the Company has unsecured loans payable of ₹60,16,39,663 as against loans and advances given of ₹69,47,50,185 whose recoverability is uncertain and unconfirmed (refer Note 30 and Note 31 of the standalone Notes to Accounts and the

Emphasis of Matter paragraph in our main audit report). We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

(xx) Corporate Social Responsibility

Based on the figures reviewed, the Company does not presently appear to meet the applicability thresholds under Section 135(1); accordingly, reporting under clauses 3(xx)(a) and (b) of the Order (transfer of unspent CSR amount and transfer to a fund specified in Schedule VII) is expected to be not applicable.

(xxi) Consolidated Financial Statements

This clause requires reporting on any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the Consolidated Financial Statements. This clause is applicable only to the report on the Consolidated Financial Statements, and is accordingly not applicable to this standalone Auditor's Report.

For Kapil Sandeep & Associates
Chartered Accountants
Firm Registration No. 016244N

Sd/-
CA. Surinder Pal Singh
Partner Membership No. 511569
UDIN: 26511569KVWDOL5364

Place: Mohali
Date: 30th May, 2026

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Standalone Balance Sheet as at 31st March 2026 **₹ in rupees (In Lakhs)**

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	1	1077.784	521.356
Reserves and surplus	2	880.576	1332.772
Money received against share warrants	3	253.750	-
		2212.110	**1854.128**
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	4	106.752	-
Deferred tax liabilities (Net)	5	-	-
Other long term liabilities		-	-
Long-term provisions		-	-
		106.752	0.000
Current liabilities		0.000	0.000
Short-term borrowings	6	6031.526	528.852
Trade payables	7	0.000	0.000
(A) Micro enterprises and small enterprises		0.000	-
(B) Others		77.945	13.993
Other current liabilities	8	162.774	108.939
Short-term provisions		-	-
		6272.245	**651.783**
TOTAL		**8591.107**	**2505.911**
ASSETS		0.000	0.000
Non-current assets		0.000	0.000
Property,Plant and Equipment and Intangible assets	9	0.000	0.000
Property,Plant and Equipment		149.089	0.956
Intangible assets		0.131	0.131

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Standalone Balance Sheet as at 31st March 2026 **₹ in rupees (In Lakhs)**

Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
Capital work-in-Progress		-	-
Intangible assets under development		-	-
		0.000	0.000
Non-current investments	10	1142.753	-
Deferred tax assets (net)		82.171	83.278
Long-term loans and advances	11	6855.502	1809.722
Other non-current assets	12	70.351	45.965
		8299.997	**1940.053**
Current assets			
Current investments		-	-
Inventories		-	-
Trade receivables	13	-	23.436
Cash and cash equivalents	14	7.366	0.140
Short-term loans and advances	11	92.000	542.000
Other current assets	15	191.745	0.282
		291.110	**565.858**
TOTAL		**8591.107**	**2505.911**

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Kapil Sandeep and Associates
Chartered Accountant
(FRN: 0016244N)

For and on behalf of the Board of Directors

Sd/-
Surinder Pal Singh
Partner Membership No.: 511569
UDIN : 26511569KVWDOL5364
Place: Mohali Date: 30/05/2026

Sd/-
Hina
Whole Time Director
DIN: 09534689

Sd/-
Surinder Kumar Kalra
Whole Time Director
DIN: 10779178

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Standalone Income and Expenditure A/c for the year ended 31st March 2026 ₹ in rupees (In Lakhs)

Particulars	Note No.	31st March 2026	31st March 2025
Revenue			
Revenue from operations	16	299.84	50.00
Other income	17	483.92	0.74
Total Income		**783.75**	**50.74**
Expenses			
Cost of material Consumed		-	-
Purchase of stock-in-trade	18	251.47	
Changes in inventories		-	-
Employee benefit expenses	19	10.79	13.36
Finance costs	20	303.16	0.25
Depreciation and amortization expenses	21	7.78	0.16
Other expenses	22	884.20	20.55
Total expenses		**1,457.41**	**34.32**
Profit before exceptional, extraordinary and prior period items and tax		**-673.66**	**16.42**
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		**-673.66**	**16.42**
Extraordinary items		-	-
Prior period item		-	-
Excess of income over expenditure/(Expenditure over income) before tax		**-673.66**	**16.42**
Tax expenses			
Current tax		-	-
Deferred tax	23	1.11	0.07

-

Raconteur Global Resources Limited
Royal Palms, 3rd Floor A321- Master Mind 4, Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East, Maharashtra, India, 400065
CIN : L68100MH2018PLC307613

Standalone Income and Expenditure A/c for the year ended 31st March 2026 **₹ in rupees (In Lakhs)**

Particulars	Note No.	31st March 2026	31st March 2025
Excess/short provision relating earlier year tax		-	-
Profit(Loss) for the period		**-674.77**	**16.35**
Earning per share			
Basic	**24**		
Before extraordinary Items		(8.44)	0.54
After extraordinary Adjustment		(8.44)	0.54
Diluted			
Before extraordinary Items		-	-
After extraordinary Adjustment			-

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Kapil Sandeep and Associates
Chartered Accountant
(FRN: 0016244N)

For and on behalf of the Board of Directors

Sd/-
Surinder Pal Singh
Partner Membership No.: 511569
UDIN : 26511569KVWDOL5364
Place: Mohali Date: 30/05/2026

Sd/-
Hina
Whole Time Director
DIN: 09534689

Sd/-
Surinder Kumar Kalra
Whole Time Director
DIN: 10779178

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

Note No. 1 Share Capital ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Authorised :		
48000000 (31/03/2025:7000000) Equity shares of Rs. 10.00/- par value	4800	700
Issued :		
10777844 (31/03/2025:5213561) Equity shares of Rs. 10.00/- par value	1077.7844	521.3561
Subscribed and paid-up :		
10777844 (31/03/2025:5213561) Equity shares of Rs. 10.00/- par value	1077.7844	521.3561
Total	**1077.7844**	**521.3561**

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares ₹ in rupees (In Lakhs)

	As at 31st March 2026		As at 31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	52,13,561	521.36	3,007,684.00	300.77
Issued during the Period				
Private Placement	55,64,283	556.43	2,205,877.00	220.59
Redeemed or bought back during the period	-	-	-	-
Outstanding at end of the period	**1,07,77,844**	**1077.7844**	**5,213,561**	**521.36**

Notes to Financial statements for the year ended 31st March 2026

Note: During the year the company have allotted 55,64,283 equity shares @ Rs.14/- per share (Face value Rs.10/- and Share premium Rs.4/-) through preferential issue.

Right, Preferences and Restriction attached to shares

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Details of shareholders holding more than 5% shares in the company

Type of Share	Name of Shareholders	As at 31st March 2026		As at 31st March 2025	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Equity	Karan Singh Thandi	5,88,235.00	5.46	5,88,235	11.28
Equity	Sampat Singh Ahluwalia	5,88,235.00	5.46	5,88,235	11.28
Equity	Sanjambir Singh		-	2,94,117	5.64
Equity	Amit Bajaj	-	-	3,08,658	5.92
Equity	Atharva Professional Consultants LLP	7,14,286.00	6.63	-	-
Equity	Ecomatix Solutions Private Limited	37,60,800.00	34.89	-	-
Equity	Natures Heavens India Private Limited	7,14,285.00	6.63	-	-
	Total :	**63,65,841**		**17,79,245**	

Notes to Financial statements for the year ended 31st March 2026

Details of shares held by Promoters

		Current Year					Previous Year				
		Shares at beginning		Shares at end		% Change	Shares at beginning		Shares at end		% Change
Promoter name	Particulars	Number	%	Number	%		Number	%	Number	%	
Rajiv Vashisht	Equity [NV: 10.00]	736.00	0.01	736.00	0.01	-	6,56,736.00	21.84	736.00	0.01	-21.83
Gaurav Kumar	Equity [NV: 10.00]	1,213.00	0.02	-	-	-0.02	6,31,613.00	21.00	1,213.00	0.02	-20.98
Annaya Management Consulatcy Private Limited	Equity [NV: 10.00]	583.00	0.01	-	-	-	5,41,383.00	18.00	583.00	0.01	-17.99
Total		**2,532.00**		**2,532.00**			**18,29,732.00**		**2,532.00**		

Notes to Financial statements for the year ended 31st March 2026

Note No. 2 Reserves and surplus

₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Surplus		
Opening Balance	-295.1362829	-308.567159
Add: Profit for the year	-	16.3510141
Less:Adjustment	-	-2.920138
Less:Loss for the year	-674.7671	-
Closing Balance	**-969.9033829**	**-295.1362829**
Securities premium		
Opening Balance	1627.90813	1098.49765
Add: Additions in Security Premium Account	222.57132	529.41048
Less : Deletion during the year	-	-
Closing Balance	**1850.47945**	**1627.90813**
Balance carried to balance sheet	**880.5760671**	**1332.771847**

Note No. 3 Money received against share warrants

₹in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Annaya Management Consultancy Pvt. Ltd	62.49999	-
Arpan Jain	3.75	-
Max Bio Sciences Pvt. Ltd.	75	-
Regency Digitrade Investment Pvt Ltd	87.5	-
SN Capital Management Pvt. Ltd.	25	-
Total	**253.74999**	**-**

Notes to Financial statements for the year ended 31st March 2026

Note No. 4 Long-term borrowings ₹ in rupees (In Lakhs)

	As at 31st March 2026		As at 31st March 2025	
Particulars	Non-Current	Current Maturities	Non-Current	Current Maturities
Term Loan - From banks				
Vehicle Loan	84.78	11.39736	-	-
	84.78013	**11.39736**	-	-
Term Loan - From Others				
Vehicle Loan	21.97	3.73196	-	-
	21.97188	**3.73196**	-	-
The Above Amount Includes				
Unsecured Borrowings	106.75	15.13	-	-
Amount Disclosed Under the Head "Short Term Borrowings"(Note No. 6)		-15.12932		(-)
Net Amount	**106.75201**	-	-	-

Note No. 5 Deferred Tax ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Deferred tax liability		
Deferred tax Liability during the year	1.174802	0.07
Gross deferred tax liability	**1.174802**	**0.07**
Deferred tax assets		
Deferred tax asset	83.34602	83.34602
Gross deferred tax asset	**83.35**	**83.35**
Net deferred tax assets	**82.17**	**83.28**
Net deferred tax liability	-	

Notes to Financial statements for the year ended 31st March 2026

Note No. 6 Short-term borrowings ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Loans and Advances from related parties		
Inter corporate borrowings unsecured	7.68	-
Loans directors Unsecured	78.45	-
	86.13	**-**
Other Loans and advances		
Unsecured Loans & Advances	5,930.27	528.85
	5930.27	**528.85**
Current maturities of long-term debt	15.129	-
	15.13	**-**
Total	**6,031.53**	**528.85**

Note No. 7 Trade payables ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
(B) Others		
Others	77.95	13.993
	77.95	**13.993**
Total	**77.95**	**13.99**

Trade Payables Ageing Schedule ₹ in rupees (In Lakhs)

Payment date not defined (Outstanding for following periods from due date of Transaction)

	Current Year					Previous Year				
Particular	Less than 1 Yrs	1-2 Years	2-3 Years	More than 3 Yrs	Total	Less than 1 Yrs	1-2 Years	2-3 Years	More than 3 Yrs	Total
MSME										0.00
Others	69.22	8.7294361			77.95		13.99			13.99
Disputed Dues-MSME										0.00
Disputed-Others										0.00

Notes to Financial statements for the year ended 31st March 2026

Note No. 8 Other current liabilities ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Application Money received for allotment of securities and due for refund and interest accured thereon		
Durvik Tiwari	5.00	-
Madan Lal Garg	2.00	-
	7.00	-
Others payables		
Expense Payable	2.59	7.70
Ganesh Films	-	85.54
Statutory Payables	46.30	15.70
Advance from Debtors	0.11	-
Gaurav Kumar	0.37	-
Rajiv Vashisht	22.89	-
Sahara Sharma	83.51	-
	155.77	**108.94**
Total	**162.77**	**108.94**

Notes to Financial statements for the year ended 31st March 2026

Note No. 9 Property,Plant and Equipment and Intangible assets as at 31st March 2026

₹ in rupees (In Lakhs)

	Assets		Gross Block					Accumulated Depreciation/ Amortisation				Net Block	
		Useful Life (In Years)	Balance as at 1st April 2025	Additions during the year	Addition on account of business acquisition	Deletion during the year	Balance as at 31st March 2026	Balance as at 1st April 2025	Provided during the year	Deletion / adjustments during the year	Balance as at 31st March 2026	Balance as at 31st March 2026	Balance as at 31st March 2025
A	Tangible assets												
	Own Assets												
	Furniture	8.00	0.48	-	-	-	0.48	0.31	0.07	-	0.385	0.095	0.165
	Computers	3.00	4.038	0.21	-	-	4.25	3.35	0.26	-	3.613	0.635	0.684
	Office Equipments	8.00	2.48	-	-	-	2.48	2.38	0.01	-	2.384	0.098	0.107
	Motor Vehicles	8.00	-	149.81	-	-	149.81	-	7.42	-	7.420	142.387	-
	Generatung Set	15.00	-	5.9	-	-	5.90	-	0.03	-	0.027	5.873	-
	Total (A)		**7.00**	**155.92**	-	-	**162.92**	**6.04**	**7.78**	-	**13.829**	**149.089**	**0.956**
	P.Y Total		**6.49**	**0.509**	-	-	**7.00**	**5.88**	**0.16**	-	**6.044**	**0.956**	**0.611**
B	**Intangible assets**			0	0	0	0.00	0.00	0.00	0	0.000	0.000	0.000
	Software & Website	5.00	2.595	-	-	-	2.59	2.46	-	-	2.463	0.131	0.131
	Total (B)		**2.595**	-	-	-	**2.59**	**2.46**	-	-	**2.463**	**0.131**	**0.131**
	P.Y Total		**2.595**	-	-	-	**2.59**	**2.46**	-	-	**2.463**	**0.131**	**0.131**
	Current Year Total (A+B)		**9.595**	**155.92**	-	-	**165.51**	**8.51**	**7.78**	-	**16.292**	**149.220**	**1.088**
	Previous Year Total		**9.086**	**0.509**	-	-	**9.59**	**8.34**	**0.16**	-	**8.507**	**1.088**	**0.742**

Notes to Financial statements for the year ended 31st March 2026

General Notes :

1. No depreciation if remaining useful life is negative or zero.

2. Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.

3. If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

Note No. 10 Non-current investments **₹ in rupees (In Lakhs)**

Particulars	As at 31st March 2026	As at 31st March 2025
Non-Trade Investment(Valued at cost unless stated otherwise)		
Investments in equity Instruments (Unquoted)		
In Others		
Investment in other Indian companies equity instruments unquoted non trade	1142.753	-
Gross Investment	**1142.753**	-
Net Investment	**1142.753**	-
Aggregate amount of unquoted investments	**1142.753**	-

Notes to Financial statements for the year ended 31st March 2026

Note No. 11 Loans and advances

₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
Other loans and advances				
Intercorporate Advances given - Others *	6855.501859	-	1075.138907	157
Advances For Film Distribution and Satellite Rights	-	-	734.58292	-
Rajiv Vashisht	-	-	-	385
Arpan Jain	-	15.00	-	-
B B Enterprises	-	24.00	-	-
Gaurav Garg	-	3.00	-	-
Kritagya Ventures	-	50.00	-	-
	6855.502	**92.00**	**1809.72**	**542.00**
Total	**6855.502**	**92.00**	**1809.72**	**542.00**

Note No. 12 Other non-current assets

₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Trade receivables	**69.4010832**	**45.96**
Security Deposit	0.95	-
Total	**70.3510832**	**45.96**

Notes to Financial statements for the year ended 31st March 2026

Non-Current (Current Year) ₹ in rupees (In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	-	39.9361826	29.4649006	69.4010832
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(v) Provision for doubtful receivables	-	-	-	-	-	-

Non-Current (Previous Year) ₹ in rupees (In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	45.9649006	-	-	45.9649006
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(v) Provision for doubtful receivables	-	-	-	-	-	-

Notes to Financial statements for the year ended 31st March 2026

Note No. 13 Trade receivables ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Secured, Considered good	-	-
Unsecured, Considered Good	-	23.436
Doubtful	-	-
Allowance for doubtful receivables	-	-
Total	-	23.436

(Current Year) ₹ in rupees (In Lakhs)

Particulars	Payment date not defined(Outstanding for following periods from due date of Transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	-	-	-	-
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(v) Provision for doubtful receivables	-	-	-	-	-	-

Notes to Financial statements for the year ended 31st March 2026

(Previous Year) ₹ in rupees (In Lakhs)

Particulars	Payment date not defined(Outstanding for following periods from due date of Transaction					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables (considered good)	-	-	23.436	-	-	23.436
(ii) Undisputed Trade Receivables (considered doubtful)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(v) Provision for doubtful receivables	-	-	-	-	-	-

Note No. 14 Cash and cash equivalents ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Balance with banks		
ICICI Bank	-	0.03
YES Bank	0.31	0.01
TOTAL	**0.31**	**0.04**
Earmarked balances with banks		-
Yes Bank Escrow Account	7.00	-
Total	**7.00**	-
Cash in hand		-
Cash in hand	0.06	0.100
Total	**0.06**	**0.100**
Total	**7.37**	**0.14**

Notes to Financial statements for the year ended 31st March 2026

Note No. 15 Other current assets

₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Other Assets		
TDS Receivable	39.94	0.00
Profession Tax Payable	-	0.28
GST Recoverable	10.07	-
Advance to Suppliers	140.30	-
TCS Recoverable	1.42	-
Annaya Managment Consultancy Pvt . Ltd. against sale of Share	0.01	-
Total	**191.74**	**0.28**

Note No. 16 Revenue from operations

₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Sale of products	299.84	-
Sale of services		
Commission Received	-	50
	-	**50**
Revenue from operations	**299.84**	**50**
Less: Excise duty	-	-
Net revenue from operations	**299.84**	**50**

Notes to Financial statements for the year ended 31st March 2026

Note No. 17 Other income

₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Interest Income		
Interest from CDSL	-	0.01
Interest on Income Tax Refund	-	0.00
Interest Received	392.83	-
	392.83	**0.01**
Other non-operating income		
Other Income	-	0.73
Sundry Balance written Back	85.54	-
Commission Income	5.55	-
	91.09	**0.73**
Total	**483.9**	**0.74**

Note No. 18 Purchase of stock-in-trade

₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Purchases	251.47	-
Total	**251.469**	-

Note No. 19 Employee benefit expenses

₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Salaries and Wages		
Salaries & Wages	7.29	13.36
Director Salary	3.50	
	10.79	13.36
Total	**10.79**	**13.36**

Notes to Financial statements for the year ended 31st March 2026

Note No. 20 Finance costs ₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Interest		
Interest on Unsecured Loan	295.83	0.25
	295.83	**0.25**
Other Borrowing costs		
Processing Fee	7.33	-
	7.33	-
Total	**303.16**	**0.25**

Note No. 21 Depreciation and amortization expenses ₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Depreciation on tangible assets	7.78	0.16
Total	**7.78**	**0.16**

Note No. 22 Other expenses ₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Advertisment charges	0.83	0.43
Audit Fees	1.50	1.50
Traveling expenses	2.23	0.06
Amount Written Off	-	0.11
RTA Service Charges	0.61	1.15
Professional Fees	3.87	10.13
Annual Issuer Fees	0.23	0.14
Bank charges	0.12	0.30
Charges for Monitoring foreign Investment Limit	0.10	0.42
Depository Fee	-	0.14
E Voting Fee	1.50	0.10
Printing & stationery	0.24	0.23
RERA Registration Fee	-	0.65

Notes to Financial statements for the year ended 31st March 2026

Particulars	31st March 2026	31st March 2025
ROC Expense	41.50	2.66
ROC Expense	-	0.30
Software License Fee	-	0.15
Website Expense	0.03	0.26
Certification Fee	-	0.50
Round Off	0.00	0.00
Penalty From Companies SOP	0.25	0.40
Processing Fee BSE	0.73	0.22
Stamp Duty Paid	-	0.70
Commisssion Paid	17.00	-
Insurance expenses	0.52	-
Business Promotion Expenses	18.64	-
Office Renovation Expense	51.09	-
Provision for Doubtfull Loans and Advances written-off	734.58	-
Office Expenses	8.62	-
Total	**884.20**	**20.55**

Note No. 23 Deferred tax **₹in rupees (In Lakhs)**

Particulars	31st March 2026	31st March 2025
Deferred Tax	1.10724	0.07
Total	**1.10724**	**0.07**

Notes to Financial statements for the year ended 31st March 2026

Note No. 23 Deferred tax ₹ in rupees (In Lakhs)

Particulars	31st March 2026	31st March 2025
Deferred Tax	1.10724	0.07
Total	**1.10724**	**0.07**

Note No. 24 Earning Per Share ₹ in rupees (In Lakhs)

Particulars	Before Extraordinary items		After Extraordinary items	
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
Basic				
Profit after tax (A)	-674.7671	16.3510141	-674.7671	16.3510141
Weighted average number of shares outstanding (B)	7995703	30,07,684	79,95,703	30,07,684
Basic EPS (A / B)	(8.44)	0.54	(8.44)	0.54
Diluted				
Profit after tax (A)	-674.7671	16,35,101.41	-674.7671	16.3510141
Weighted average number of shares outstanding (B)	7995703	30,07,684	79,95,703	30,07,684
Diluted EPS (A / B)	(8.44)	0.54	(8.44)	0.54
Face value per share	-	10.00	-	10.00

Notes to Financial statements for the year ended 31st March 2026

Note number: 24 Additional Regulatory Information

(1) Ratios:

Ratio	Numerator	Denominator	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance
(a) Current Ratio	Current Assets	Current Liabilities	0.05	0.87	-94.60%	Sharp increase in short-term unsecured borrowings (Note 6) taken during the year, without a corresponding increase in current assets.
(b) Debt-Equity Ratio	Long Term Debt + Short Term Debt	Shareholder equity	2.78	0.29	858%	Substantial fresh unsecured borrowings raised during the year (Note 6) to fund intercorporate loans and advances (Note 11).
(c) Debt Service Coverage Ratio	Earning Before Interest, tax, Depreciation & Amortisation	Total principal + Interest on Borrowings	-1.20		N.A.	Negative EBITDA on account of the net loss for the year, driven principally by the provision for doubtful loans and advances (Note 29) and higher finance costs on the increased borrowings.

Notes to Financial statements for the year ended 31st March 2026

Ratio	Numerator	Denominator	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance
(d) Return on Equity Ratio	Earning After Interest, tax, Depreciation & Amortisation	Average Shareholder's Equity	-33.19%	0.01	N.A.	Net loss for the year of Rs.6,74,76,710, principally on account of the provision for doubtful loans/advances (Rs.7,34,58,292) and increased finance costs, as against a marginal profit in the previous year.
(e) Inventory turnover ratio	Turnover	Average Inventory	NA	0.00	N.A.	The Company does not carry any inventory.
(f)Trade Receivables turnover ratio	Net Credit Sales	Average Trade Receivable	4.32	2.90	49%	Increase in revenue from operations during the year, against broadly stable average trade receivables.
(g) Trade payables turnover ratio	Net Credit Purchase	Average Trade Payable	5.47	0.00	N.A.	Purchases of stock-in-trade commenced during the current year; not comparable to the previous year.
(h) Net capital turnover ratio	Total Sales	Average Working Capital	-0.05	-0.58	-91%	Working capital deficit widened materially due to the increase in short-term unsecured borrowings (Note 6) during the year.

Notes to Financial statements for the year ended 31st March 2026

Ratio	Numerator	Denominator	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance
(i) Net profit ratio	Net Profit	Net Sales	-225.05%	0.33	N.A.	Net loss for the year as explained under Return on Equity Ratio above.
(j) Return on Capital employed	Earning Before Interest & tax	Capital employed	-15.98%	0.01	N.A.	Operating loss before interest and tax during the year, as against a marginal profit in the previous year.
(k) Return on investment			NA		N.A.	Non-current investments (Note 10) were acquired during the current year and did not generate identifiable investment income during the year; not separately computed.

Notes to Financial statements for the year ended 31st March 2026

Note No. 4(a)Long-term borrowings:Vehicle Loan ₹ in rupees (In Lakhs)

	As at 31st March 2026	
Particulars	**Non-Current**	**Current Maturities**
Bank of Baroda-BMW Car Loan	54.25929	7.29431
Bank of Baroda-Fortuner Car Loan	30.52084	4.10305
Total	**84.78013**	**11.39736**

Note No. 4(b)Long-term borrowings:Vehicle Loan ₹ in rupees (In Lakhs)

	As at 31st March 2026	
Particulars	**Non-Current**	**Current Maturities**
Bajaj Finance Ltd.	21.97188	3.73196
Total	**21.97188**	**3.73196**

Note No. 6(a)Short-term borrowings: ₹ in rupees (In Lakhs)
Inter corporate borrowings

unsecured	**As at 31st March 2026**
Particulars	**Amount**
Loan from Subsidiaries	7.68
Total	**7.68**

Note No. 6(b)Short-term borrowings:Loans directors Unsecured ₹in rupees (In Lakhs)

	As at 31st March 2026
Particulars	**Amount**
Yogesh Singh Rana	78.45
Total	**78.45**

Notes to Financial statements for the year ended 31st March 2026

Note No. 6(c)Short-term borrowings:Unsecured Loans & Advances ₹ in rupees (In Lakhs)

	As at 31st March 2026	As at 31st March 2025
Particulars	**Amount**	**Amount**
Max BioScience Pvt Ltd	100.0	100
Nature Heavens India Pvt Ltd	50.0	150
Rajiv Mines & Minerals Pvt Ltd	4.5	4.4560826
Regency Fincorp Limited	1436.3	160.89554
Ecomatix Solutions Pvt Ltd	35.1	113.5
Class Mate Builders Pvt. Ltd.	1486.9	-
Decentify Buildcon Pvt. Ltd.	2611.9	-
First Partner Consulting Pvt. Ltd.	6.0	-
Mohit	22.41500	-
Rally Infra Pvt. Ltd.	143.2	-
SN Capital Management Pvt. Ltd.	34.0	-
Total	**5930.27**	**528.85**

Note No. 8(a) Other current liabilities:Expense Payable ₹ in rupees (In Lakhs)

Particulars	31st March 2026	As at 31st March 2025
Salary Payable	-	4.2
Auditors Remuneration Payable	1.35	3
Professional Fee	0.40	0.50
Director Imprest	0.84	-
Total	**2.59**	**7.7**

Notes to Financial statements for the year ended 31st March 2026

Note No. 8(b) Other current liabilities:Statutory Payables ₹ in rupees (In Lakhs)

Particulars	31st March 2026	As at 31st March 2025
GST Payable	15.1783185	15.1783185
TDS Payable	31.1250516	0.52
Total	**46.3033701**	**15.7008285**

Note No. 11 (a) Loans and advances : Other loans and advances: ₹ in rupees (In Lakhs)
Intercorporate Advances given - Others *

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
Dhull Trading Pvt Ltd	5419.654104	-	741.9608544	-
Raconteur Granite Limited	618.8774527	-	283.1780527	157
Silex Granites Private Limited	50	-	50	-
Charm Investments Pvt. Ltd.	52.1895897	-	-	-
HKI Media Pvt. Ltd.	401.5307223	-	-	-
Startup Stairs Pvt. Ltd.	313.2499897	-	-	-
Total	**6855.501859**	**-**	**1075.138907**	**157**

Notes to Financial statements for the year ended 31st March 2026

Note No. 11 (b) Loans and advances : Other loans and advances:

Advances For Film Distribution and Satellite Rights ₹ in rupees (In Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
24 AM Studios Pvt.Ltd - Advance	191.18242	-	191.18242	-
Ganesh Filmes- Advances for Movie Purchase	51.9405	-	51.9405	-
Mangal Entertainment Pvt.Ltd	160	-	160	-
Ankit Advertising Pvt.Ltd	25	-	25	-
Anvis Digital Pvt.Ltd	25	-	25	-
Assured Advertising & Media Pvt.Ltd	25	-	25	-
Fistino Vincom Ltd	11.98	-	11.98	-
Iris Mediaworks Limited	100	-	100	-
Shamaru Construction Pvt.Ltd	144.48	-	144.48	-
	-	-	-	-
Provision for Doubtful Loans and Advance	-734.58292	-	-	-
Total		-	**734.58292**	-

Note No. 12(a) Other non-current assets:Security Deposit ₹ in rupees (In Lakhs)

Particulars	31st March 2026
Rental Security	0.95
Total	**0.95**

Raconteur Global Resources Limited
Royal Palms, 3rd Floor, A321 - Master Mind 4, Aarey, Borivali, Aareymilk Colony, Goregaon East, Mumbai, Maharashtra, India – 400065
CIN: L68100MH2018PLC307613

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2026

₹ in rupees

	PARTICULARS	31st March 2026	31st March 2025
A.	**Cash Flow From Operating Activities**		
	Net Profit before tax and extraordinary items(as per Statement of Profit and Loss)	**(6,73,65,986.00)**	**16,41,857.61**
	Adjustments for non Cash/ Non trade items:		
	Depreciation & Amortization Expenses	7,78,482.06	16,343.31
	Finance Cost	3,03,16,412.94	24,554.00
	Interest received	(3,92,82,807.22)	(1,115.60)
	Other Inflows / (Outflows) of cash	2,22,57,132.00	5,29,41,048.00
	Operating profits before Working Capital Changes	**(5,32,96,766.22)**	**5,46,22,687.32**
	Adjusted For:		
	(Increase) / Decrease in trade receivables	23,43,618.26	(12,33,742.98)
	Increase / (Decrease) in trade payables	63,95,263.41	28,465.50
	Increase / (Decrease) in other current liabilities	53,83,487.97	81,81,010.41
	(Increase) / Decrease in Short Term Loans & Advances	4,50,00,000.00	(5,42,00,000.00)
	(Increase) / Decrease in other current assets	(1,91,46,230.13)	2,71,499.80
	Cash generated from Operations	**(1,33,20,626.71)**	**76,69,920.05**
	Net Cash flow from Operating Activities (A)	**(1,33,20,626.71)**	**76,69,920.05**
B.	**Cash Flow From Investing Activities**		
	Purchase of tangible assets	(1,55,91,716.94)	(50,916.70)
	Non Current Investments / (Purchased) sold	(11,42,75,300.00)	-
	Interest Received	3,92,82,807.22	1,115.60
	Cash advances and loans made to other parties	(57,80,36,295.17)	(5,27,13,449.76)
	Cash advances and loans received back	7,34,58,292.00	2,51,17,055.00

₹ in rupees

	PARTICULARS	31st March 2026	31st March 2025
	Other Inflow / (Outflows) of cash	(24,38,618.26)	(45,96,490.06)
	Net Cash used in Investing Activities (B)	**(59,76,00,831.15)**	**(3,22,42,685.92)**
C.	**Cash Flow From Financing Activities**		
	Finance Cost	(3,03,16,412.94)	(24,554.00)
	Increase in / (Repayment) of Short term Borrowings	55,02,67,433.54	5,28,14,148.55
	Increase in / (Repayment) of Long term borrowings	1,06,75,201.00	-
	Increase / (Decrease) in share capital	5,56,42,830.00	2,20,58,770.00
	Increase / (Decrease) in share application money pending allotment	-	(5,00,00,000.00)
	Increase / (Decrease) in money received against share warrants	2,53,74,999.00	-
	Other Inflows / (Outflows) of cash	-	(2,92,013.80)
	Net Cash used in Financing Activities (C)	**61,16,44,050.60**	**2,45,56,350.75**
D.	**Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)**	**7,22,592.74**	**(16,415.12)**
E.	Cash & Cash Equivalents at Beginning of period	13,984.64	30,399.76
F.	Cash & Cash Equivalents at End of period	7,36,577.38	13,984.64
G.	**Net Increase / (Decrease) in Cash & Cash Equivalents (F - E)**	**7,22,592.74**	**(16,415.12)**

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Kapil Sandeep and Associates
Chartered Accountant
(FRN: 0016244N)

For and on behalf of the Board of Directors

Sd/-
Surinder Pal Singh
Partner Membership No.: 511569
UDIN : 26511569KVWDOL5364
Place: Mohali
Date: 30/05/2026

Sd/-
Hina
Whole Time Director
DIN: 09534689

Sd/-
Surinder Kumar Kalra
Whole Time Director
DIN: 10779178

Note:
1. The Cash Flow Statement has been prepared by Indirect Method as per AS-3 issued by ICAI.
2. Figures of previous year have been rearranged/regrouped wherever necessary
3. Figures in brackets are outflow/deductions

RACONTEUR GLOBAL RESOURCES LIMITED
CIN: L68100MH2018PLC307613
Royal Palms, 3rd Floor, A321 - Master Mind 4, Aarey, Borivali, Aareymilk Colony, Goregaon East, Mumbai, Maharashtra, India - 400065

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

1. Corporate Information

Raconteur Global Resources Limited ("the Company") is a public limited company incorporated under the provisions of the Companies Act and is listed on the SME Exchange/Emerge Platform of BSE Limited (Scrip Code: 541703). The registered office of the Company is situated at Royal Palms, 3rd Floor, A321 - Master Mind 4, Aarey, Borivali, Aareymilk Colony, Goregaon East, Mumbai, Maharashtra, India - 400065. The Company's Corporate Identification Number (CIN) is L68100MH2018PLC307613.

The standalone financial statements comprise the financial statements of the Company for the year ended 31st March 2026 and do not include the results of its subsidiaries, namely Raconteur Granite Limited, Skycrest Projects Limited and Rockbase Real Estate Projects Limited, which are presented separately in the Consolidated Financial Statements/Results of the Company.

2. Significant Accounting Policies

2.1 Basis of Preparation

The standalone financial statements have been prepared on accrual basis under the historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), the applicable Accounting Standards (AS) prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006, as amended, and the relevant provisions of the Companies Act, 2013. As the Company's equity shares are listed on the SME Exchange/Emerge Platform of BSE Limited, the Company is not required to prepare its financial statements in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and continues to follow the Accounting Standards (AS) framework.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

2.3 Property, Plant and Equipment and Depreciation

Property, Plant and Equipment are stated at cost of acquisition (net of GST/input tax credit, wherever applicable) less accumulated depreciation and impairment losses, if any. Cost includes purchase price and directly attributable costs of bringing the asset to its working condition for its intended use. Depreciation is provided on the Straight Line Method over the useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013, on a pro-rata basis with reference to the date of addition/deletion during the year, except where the remaining useful life of an asset is negative or nil, in which case no depreciation is charged.

2.4 Intangible Assets

Intangible assets (comprising software and website development cost) are stated at cost of acquisition less accumulated amortisation. Intangible assets are amortised over their estimated useful life of 5 years on a straight-line basis.

2.5 Investments

Investments that are readily realisable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term/non-current investments. Non-current investments are carried at cost. Provision for diminution, if any, is made to recognise a decline, other than temporary, in the value of long-term investments.

2.6 Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the buyer. Commission income is recognised on accrual basis as and when services are rendered and the right to receive the income is established. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

2.7 Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset up to the date the asset is ready for its intended use. All other borrowing costs, including interest and processing charges on unsecured loans, are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred. The amount of borrowing cost capitalized during the year is **NIL**.

2.8 Retirement Benefits

The retirement benefits are accounted for as and when liability becomes due for payment.

2.9 Taxes on Income

Tax expense comprises current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year, and is quantified using the tax rates and laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognised and carried forward only to the extent there is reasonable/virtual certainty of their realisation.

2.10 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation where it is not probable that an outflow of resources will be required or a reliable estimate cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

2.11 Trade Receivables, Loans and Advances

Trade receivables, loans and advances are stated at the amounts considered good and recoverable by the management. Provision for doubtful debts/loans and advances is made in respect of balances where recovery is considered doubtful, based on management's assessment of ageing, correspondence and other available evidence, as more particularly explained in Note 29 below.

2.12 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, balances with banks in current accounts and earmarked balances (including amounts held in escrow), which are subject to an insignificant risk of change in value.

2.13 Earnings Per Share

Basic earnings per share is computed by dividing the net profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the effect is anti-dilutive.

2.14 Segment Reporting

The Company has identified business segments as its primary segment reporting format in accordance with Accounting Standard (AS) 17 – *Segment Reporting*. The business segments have been identified based on the nature of products and services, the differing risks and returns associated with such businesses and the internal financial reporting reviewed by the Chief Operating Decision Maker for resource allocation and performance assessment.

The Company operates in the following business segments:

- Defence Equipment
- Mining

During the year ended 31 March 2026, the Company generated **revenue from operations** of **Rs.29,983,625** from the Defence Equipment segment. The Mining segment did not generate any revenue from operations during the year. The Company also earned **commission income of Rs.555,000**, which has been disclosed under **Other Income** in the Statement of Profit and Loss and being not directly attributable to any reportable business segment, has been treated as an **unallocated item** for the purpose of segment reporting.

Reconciliation of Segment Revenue with Revenue as per Statement of Profit and Loss

Particulars	**Amount (in Rs.)**
Segment Revenue (Defence Equipments)	2,99,83,625
Segment Revenue (Mining)	Nil
Total Segment Revenue	2,99,83,625
Add: Unallocated Other Income	4,83,91,611.78
Total Income	**7,83,75,236.78**

Unallocated Other Income" includes the commission income of Rs.5,55,000 along with the other items disclosed in Note 17, unless any part of Note 17 is directly attributable to a reportable segment.

2.15 Rounding Off / Previous Year Figures

Figures in the financial statements are presented in Indian Rupees. Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to the current year's presentation.

General Notes to Accounts

Note No. 25 Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for - Rs.NIL (P.Y. Rs.NIL).

Note No. 26 Related Party Disclosures (as per Accounting Standard 18)

In accordance with the requirements of Accounting Standard (AS) 18 'Related Party Disclosures', the names of the related parties, the nature of relationship and the details of transactions entered into with them, based on the information available with/identified by the Company, are given below. This disclosure is based on the underlying accounting records and is subject to completeness being confirmed by the management, since identification of related parties under AS 18 and Section 2(76) of the Companies Act, 2013 is the responsibility of the management.

(a) Names of related parties and nature of relationship:

Description of relationship	Nature of Relationship	Names of related parties
Key Management Personnel (KMP)	Whole-time director & CFO	Hina
Key Management Personnel (KMP)	Whole-time director	Surinder Kalra
Key Management Personnel (KMP)	Whole-time director	Yogesh Singh Rana
Key Management Personnel (KMP)	Company Secretary And Compliance Officer	Priya Mathur
Directors other than KMP	Director	Gowhar Parveen Mallick
Directors other than KMP	Additional Independent Director	Arvinder Singh Kohli
Directors other than KMP	Additional Independent Director	Sourabh Parnami
Private Company in which Director/ Manager is Director/ member	Director	Trustfield Project And Infra Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Raconteur Granite Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Max-Bio Biosciences Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Skycrest Projects Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Amarjit Energy Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	J5 Jewellers Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Corpus Marketing Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Dhull Trading Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Boolean Ventura Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	Vedaangay Investment Management Private Limited
Private Company in which Director/ Manager is Director/ member	Entities in which KMP or their relatives have significant influence	New Age Estate And Infra Developers Private Limited
Key Management Personnel (KMP)	Company Secretary	Anurag Garg
Key Management Personnel (KMP)	Promoter	Rajiv Vashisht

(b) Transactions/balances with related parties during the year:

Particulars	Nature of Relationship	31.03.2026	31.03.2025
Transactions during the year			
Travelling Expenses			
Hina	Whole-time director & CFO	1,45,000.00	-
Salary Paid			
Hina	Whole-time director & CFO	3,50,000.00	2,50,000.00
Anurag Garg	Company Secretary	2,96,774.00	-
Surinder Kalra	Whole-time director	-	4,00,000.00
Navkiran Kaur	Company Secretary	-	2,00,000.00
Priya Mathur	Company Secretary And Compliance Officer	1,52,581.00	-
Unsecured Loan Received			
Yogesh Singh Rana	Whole-time director	78,45,000.00	-
Purchase of Equity Shares			
Rajiv Vashisht	Promoter	4,35,88,800.00	-
Interest Received			
Raconteur Granite Limited	Entities in which KMP or their relatives have significant influence	54,13,640.00	-
Loan given			
Raconteur Granite Limited	Entities in which KMP or their relatives have significant influence	4,21,06,300.00	1,60,00,000.00
Loan given received back			

Particulars	Nature of Relationship	31.03.2026	31.03.2025
Raconteur Granite Limited	Entities in which KMP or their relatives have significant influence	49,50,000.00	2,54,17,055.00
Investment in Equity Shares			
Raconteur Granite Limited	Entities in which KMP or their relatives have significant influence	2,47,00,000.00	-
Unsecured Loan Received			
Max-Bio Biosciences Private Limited	Entities in which KMP or their relatives have significant influence	-	1,00,00,000.00
Investment in Equity Shares			
Skycrest Projects Limited	Entities in which KMP or their relatives have significant influence	5,00,00.00	-
Unsecured Loan Received			
Skycrest Projects Limited	Entities in which KMP or their relatives have significant influence	7,68,000.00	-
Interest Paid			
Dhull Trading Private Limited	Entities in which KMP or their relatives have significant influence	2,58,65,856.00	-
Loan given			
Dhull Trading Private Limited	Entities in which KMP or their relatives have significant influence	59,33,48,165.00	8,97,45,479.00
Loan given received back			
Dhull Trading Private Limited	Entities in which KMP or their relatives have significant influence	15,14,44,696.00	3,70,32,030.00

Particulars	Nature of Relationship	31.03.2026	31.03.2025
Balances outstanding at the end of the year			
Unsecured Loan			
Max-Bio Biosciences Private Limited	Entities in which KMP or their relatives have significant influence	1,00,00,000.00	1,00,00,000.00
Yogesh Singh Rana	Whole-time director	78,45,000.00	-
Skycrest Projects Limited	Entities in which KMP or their relatives have significant influence	7,68,000.00	-
Loans and Advances			
Rajiv Vashisht	Promoter	-	3,85,00,000.00
Others Payable			
Rajiv Vashisht	Promoter	22,88,800.00	-
Loans and Advances			
Dhull Trading Private Limited	Entities in which KMP or their relatives have significant influence	54,19,65,410.44	7,41,96,085.44
Raconteur Granite Limited	Entities in which KMP or their relatives have significant influence	6,18,87,745.27	4,40,17,805.27
Investment in shares			
Skycrest Projects Limited	Entities in which KMP or their relatives have significant influence	5,00,000.00	-
Raconteur Granite Limited	Entities in which KMP or their relatives have significant influence	11,32,75,300.00	-
Share Warrant Money received			
Max-Bio Biosciences Private Limited	Entities in which KMP or their relatives have significant influence	75,00,000.00	-

The loan given to Raconteur Granite Limited, a subsidiary, is unsecured, interest-bearing/interest-free and repayable on demand. Refer Note 27 for disclosure of this loan under Section 186 of the Companies Act, 2013, and Note 28 for the SA 505 balance confirmation matter, which extends to this balance as it remains unconfirmed as at the balance sheet date.

Note No. 27 Disclosure under Section 186 of the Companies Act, 2013 - Loans, Guarantees and Investments

Particulars of loans given, investments made and guarantees given by the Company, in accordance with Section 186 of the Companies Act, 2013, are as under:

Particulars	Name of Entity	Amount Outstanding (Rs.)
Loans given (unsecured)	Dhull Trading Pvt. Ltd.	54,19,65,410.44
Loans given (unsecured)	Raconteur Granite Limited (subsidiary)	6,18,87,745.27
Loans given (unsecured)	Silex Granites Private Limited	50,00,000
Loans given (unsecured)	Charm Investments Pvt. Ltd.	52,18,958.97
Loans given (unsecured)	HKI Media Pvt. Ltd.	4,01,53,072.23
Loans given (unsecured)	Startup Stairs Pvt. Ltd.	3,13,24,998.97
Loans given (unsecured, short-term)	Arpan Jain, B B Enterprises, Gaurav Garg, Kritagya Ventures	92,00,000
Investments made	Non-current investments (Note 10) - unquoted equity	11,42,75,300
Guarantees given	None	-

The Company has advanced Rs.54,19,65,410.44 to Dhull Trading Private Limited, a company in which a Director of the Company holds a directorship interest, out of the loans and advances stated above. The loans, taken together, are substantial in relation to the Company's paid-up share capital, free reserves and securities premium account, and the Board has considered/is required to consider the applicability of the limits and conditions prescribed under Section 186(2) and Section 186(3) of the Companies Act, 2013, including the requirement of a special resolution and disclosure of the rate of interest, in respect of loans exceeding the prescribed limits.

Note No. 28 Non-receipt of External Balance Confirmations

Balances of trade receivables, trade payables, and loans and advances given and taken, as appearing in Note 6, Note 7, Note 11, Note 12 and Note 13, are subject to confirmation from the respective counter-parties. Confirmations sought from parties in the course of the statutory audit under SA 505 'External Confirmations' have not been received in respect of these balances as at 31st March 2026. Accordingly, these balances are subject to confirmation, reconciliation and consequential adjustments, if any, upon receipt of such confirmations. The resultant impact, if any, on the net profit/(loss) for the year, reserves and surplus, and the relevant asset and liability balances as at the balance sheet date is presently not ascertainable.

Note No. 29 Provision for Doubtful Loans and Advances and Write-back of Old Balances

(a) Provision for doubtful loans and advances: During the year, the Company has provided for/written off advances for film distribution and satellite rights amounting to Rs.7,34,58,292, outstanding for a considerable period, where recoverability has been assessed as doubtful by the management having regard to the age of the balances, absence of movement, and the nature of the underlying arrangements. The amount has been charged to the Statement of Profit and Loss and is included under 'Other Expenses' (Note 22). Consequently, the corresponding advances (Note 11(b)) stand at Rs.NIL (net) as at 31st March 2026 (P.Y. Rs.7,34,58,292).

(b) Write-back of old payable balances: During the year, the Company has written back an old payable balance of Rs.85,53,804.56 (payable to Ganesh Films, disclosed under Note 8 in the previous year), on the basis that the liability was no longer payable in the assessment of the management, having regard to the period for which the balance remained outstanding without any claim or demand. The amount has been credited to the Statement of Profit and Loss and is included under 'Other Income' (Note 17).

Both the above items involve significant management judgement as to recoverability/payability and are material to the financial statements of the Company for the year.

Note No. 30 Material Uncertainty Related to Going Concern

The Company has unsecured loans payable from various parties amounting to Rs.60,16,39,663 (Note 6) and has given loans and advances amounting to Rs.69,47,50,185.88 (Note 11) as at the balance sheet date, both of which are substantial in comparison to the Company's net worth of Rs.22,12,11,045.71 as at 31st March 2026. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company has incurred a net loss of Rs.6,74,76,710 during the year (P.Y. net profit Rs.16,35,101.41), and its current liabilities of Rs.62,72,24,496.59 substantially exceed its current assets of Rs.2,91,11,040.51 as at the balance sheet date.

The going concern assumption used in preparation of these financial statements is significantly dependent upon the recoverability of the loans and advances given, continued financial support from the lenders/creditors of the Company, and the continuation of the Company's business activities. The Board of Directors, after considering these matters, is of the view that the going concern basis of accounting continues to be appropriate for the preparation of these financial statements.

Note No. 31 Dues to Micro, Small and Medium Enterprises

On the basis of information and records available with the Company, and confirmations, if any, obtained from suppliers, there were no amounts payable to Micro and Small Enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') as at 31st March 2026 (P.Y. Rs.NIL), as disclosed in the trade payables ageing schedule at Note 7 above. Consequently, no interest is payable/paid under Section 16 of the MSMED Act, and disclosures under Section 22 of the said Act are Rs.NIL for the year. This disclosure is based on the status of parties as confirmed to the Company; the Company has not independently verified the MSME registration status of all its suppliers, which remains a management responsibility.

Note No. 32 Earnings and Expenditure in Foreign Currency

Particulars	2025-26 (Rs.)	2024-25 (Rs.)
Earnings in foreign currency	NIL	NIL
Expenditure in foreign currency	NIL	NIL

Note No. 33 Additional Regulatory Information (pursuant to Schedule III to the Companies Act, 2013)

S.No.	Particulars	Disclosure
(a)	Title deeds of immovable property not held in the name of the Company	Not applicable - the Company does not hold any immovable property (freehold/leasehold land or buildings) as at the balance sheet date.
(b)	Property, Plant and Equipment / Intangible assets revalued during the year	No revaluation was carried out during the year.
(c)	Loans or advances granted to promoters, directors, KMPs and related parties (Section 186), that are repayable on demand or without specifying terms/period of repayment	Refer Note 27 for particulars of loans given, which are unsecured and repayable on demand. Loans to Raconteur Granite Limited (subsidiary) - Rs.6,18,87,745.27 - are covered under this disclosure; loans to Directors have not been given by the Company (loans have been taken from a Director - refer Note 6).
(d)	Capital-work-in-progress (CWIP) ageing schedule	Not applicable - the Company had no capital work-in-progress as at 31st March 2026.
(e)	Intangible assets under development ageing schedule	Not applicable - the Company had no intangible assets under development as at 31st March 2026.
(f)	Details of Benami property held	No proceedings have been initiated or are pending against the Company for

S.No.	Particulars	Disclosure
		holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
(g)	Borrowings secured against current assets - reconciliation with books/quarterly returns filed with banks/FIs	Not applicable - the Company's borrowings disclosed at Note 4 and Note 6 are unsecured, other than the vehicle loans referred to in Note 4, which are secured by hypothecation of the specific vehicles financed; no quarterly return-based reconciliation is applicable in respect of current assets.
(h)	Wilful defaulter	The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
(i)	Relationship with struck-off companies	No transactions were entered into during the year with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956
(j)	Registration of charges or satisfaction with Registrar of Companies	The Company has no cases where charges or satisfaction of charges are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period as of the end of the financial year.
(k)	Compliance with number of layers of companies	The Company has complied with the requirement of clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
(l)	Compliance with approved scheme(s) of arrangement	Not applicable - no scheme of arrangement has been approved by the Competent Authority during the year.

S.No.	Particulars	Disclosure
(m)	Utilisation of borrowed funds and share premium (Section 186(4) - layering/ultimate beneficiary disclosure)	No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(n)	Undisclosed income	"There is no income surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961, that has not been recorded in the books of account.
(o)	Details of Crypto Currency or Virtual Currency	The Company has not traded or invested in Crypto currency or Virtual currency during the year.
(p)	Corporate Social Responsibility (CSR)	The provisions of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Company for the current financial year. Accordingly, no disclosure or expenditure is required to be made under the said section.
(q)	Promoter shareholding and its percentage change during the year	During the financial year ended 31 March 2026, the aggregate promoter shareholding decreased from 2,532 equity shares (0.04%) at the beginning of the year to 736 equity shares (0.01%) at the end of the year. The above disclosure is based on the Register of Members and other records maintained by the Company.

Note No. 34 Ratios and Reasons for Variance

Pursuant to the amendments to Schedule III to the Companies Act, 2013, the following ratios are disclosed:

Ratio	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance (where change exceeds 25%)
(a) Current Ratio	0.05	0.87	(94.6%)	Sharp increase in short-term unsecured borrowings (Note 6) taken during the year, without a corresponding increase in current assets.
(b) Debt-Equity Ratio	2.78	0.29	858%	Substantial fresh unsecured borrowings raised during the year (Note 6) to fund intercorporate loans and advances (Note 11).
(c) Debt Service Coverage Ratio	(1.20)	N.A.	N.A.	Negative EBITDA on account of the net loss for the year, driven principally by the provision for doubtful loans and advances (Note 29) and higher finance costs on the increased borrowings.
(d) Return on Equity Ratio	(33.19%)	1%	N.A.	Net loss for the year of Rs.6,74,76,710, principally on account of the provision for doubtful loans/advances (Rs.7,34,58,292) and increased finance costs, as against a marginal profit in the
(e) Inventory Turnover Ratio	N.A.	N.A.	N.A.	*The Company does not carry any inventory.*
(f) Trade Receivables Turnover Ratio	4.32	2.90	49%	Increase in revenue from operations during the year, against broadly stable average trade receivables.
(g) Trade Payables Turnover Ratio	5.47	N.A.	N.A.	Purchases of stock-in-trade commenced during the current year; not comparable to the previous year.
(h) Net Capital Turnover Ratio	(0.05)	(0.58)	(91%)	Working capital deficit widened materially due to the increase in short due to the increase in short-term unsecured borrowings (Note 6) during the year.
(i) Net Profit Ratio	(225.05%)	33%	N.A.	Net loss for the year as explained under Return on Equity Ratio above.

Ratio	C.Y. Ratio	P.Y. Ratio	% Change	Reason for variance (where change exceeds 25%)
(j) Return on Capital Employed	(15.98%)	1%	N.A.	Operating loss before interest and tax during the year, as against a marginal profit in the previous year.
(k) Return on Investment	N.A.	N.A.	N.A.	Non-current investments (Note 10) were acquired during the current year and did not generate identifiable investment income during the year; not separately computed.

Basis of computation: Current Ratio = Current Assets / Current Liabilities; Debt-Equity Ratio = (Long-term + Short-term Debt) / Shareholders' Equity; DSCR = EBITDA / Interest on Borrowings (principal repayment schedule not separately available); Return on Equity = Profit/(Loss) after tax / Average Shareholders' Equity; Trade Receivables Turnover = Revenue from Operations / Average Trade Receivables; Trade Payables Turnover = Purchases / Average Trade Payables; Net Capital Turnover Ratio = Revenue from Operations / Working Capital; Net Profit Ratio = Profit/(Loss) after tax / Revenue from Operations; Return on Capital Employed = EBIT / Capital Employed (Equity + Long-term Debt). These ratios have been computed by the preparer based on the figures appearing in the standalone financial statements and are placed here for management's review; management should independently verify each computation, in particular the DSCR (for which a full debt-repayment schedule was not available for this exercise) and the CSR/Section 186 dependent disclosures at Note 33, before the ratios are finalised for reporting.

Note No. 35 Regrouping / Reclassification

Figures for the previous year have been regrouped and/or reclassified, wherever considered necessary, to conform to the classification adopted for the current year. Such regrouping does not have any impact on the profit/(loss) or the net worth of the Company for the previous year.

Note No. 36 Approval of Financial Statements

The standalone financial statements were approved for issue by the Board of Directors of the Company on 30th May 2026, subject to the matters set out in Note 25 to Note 34 above.

The accompanying notes (Note 1 to Note 36) form an integral part of these standalone financial statements.

In terms of Our Separate Audit Report of Even Date Attached.

For Kapil Sandeep and Associates Chartered Accountants	For Raconteur Global Resources Limited	
Sd/- (Surinder Pal Singh) Partner Membership No. 511569	Sd/- Hina Director DIN : 09534689	Sd/- Surinder Kumar Kalra Director DIN : 10779178

Registration No. 0016244N
Place:- Mohali
Date: - 30/05/2026
UDIN: - 26511569KVWDOL5364