



GROARC INDUSTRIES INDIA LIMITED
(FORMERLY KNOWN AS TELESYS INFO-INFRA (I) LIMITED)

GSTIN : 3AABCT1582G2ZJ

MAIL : telesysltd@gmail.com

LANDLINE : 044 -4951 0300

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ADDR : 1/L BLACKERS ROAD, 2F GAIETY PALACE
2ND FLOOR, CHINTADRI PET, CHENNAI - 600 002.

Date: 14.08.2025

**To,
The Secretary,
The Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers
Dalal Street Mumbai- 400001.**

BSE CODE: 532315

Sub: Submission of Annual Report under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

Please find enclosed copy of Annual Report of 33rd Annual General Meeting and as per Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the year ended 31st March, 2025 for your records.

Kindly take note of the same and oblige.

Thanking You,

**For Groarc Industries India Limited
(Formerly known as Telesys Info- Infra (I) Limited)**


**CHANDRAN GANESAN
Wholetime Director
DIN: 08166461**



GROARC INDUSTRIES INDIA LIMITED

(Formerly known as Telesys Info-Infra (I) Limited)

33RD ANNUAL REPORT

2024-25

BOARD OF DIRECTORS DURING THE YEAR:

SR.No	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Shri. Rajendhiran Jayaram	Executive Director	Whole time Director
2	Shri Chandran Ganesan	Executive Director	Whole-time Director
3	Shri. Vijayaraj Jain Heerachand Jain	Non-Executive	Non-Independent Director
4	Shri. Murali Chengalvarayan	Non-Executive	Independent Director
5	Mrs. Rainy Ramesh Singhi	Non-Executive	Independent Director
6	Shri. T. S. Srinivasan	Non-Executive	Independent Director
7	Ms. Priyanka Kumawat	Company Secretary	Company Secretary
8	Ms. Thilagam	Chief Financial Officer	Chief Financial Officer

Auditors	Venkat and Rangaa LLP Chartered Accountants. Address: New no.6,old no.15,Central Avenue,Kesavaperumaipuram,R.A. Puram, Chennai-600 028 Phone no:044-24954796 Email: vandr.caoffice@gmail.com
Bankers	1. Karur Vysya Bank, Old No. 105, New No. 212, G.A.Road, Old Washermanpet, Chennai 600021
Registered Office	No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet Chennai TN 600002 IN
E-MAIL ID WEBSITE ADDRESS Telephone No.	telesys1992@yahoo.com www.telesys.in 044-49510300
Company Secretary	Ms.Priyanka Kumawat
Chief Financial Officer	Mrs. S. Thilagam
Share Transfer Agents	Cameo Corporate Services Limited, #1, Subramaniam Building, Club House Road, Mount Road, Chennai - 600 002. Ph.: (044) 28460390 (5 lines) Fax: (044) 28460129

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NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF GROARC INDUSTRIES INDIA LIMITED (FORMERLY KNOWN AS TELESYS INFO-INFRA (I) LIMITED) WILL BE HELD ON, WEDNESDAY, 10TH SEPTEMBER 2025 AT 12:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon:**

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

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 2. To appoint Sri Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation as a Director:**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sri Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

- 3. To Appointment of M/s. Ramesh Chandra Mishra and Associates, a peer reviewed firm of practicing Company Secretaries, as Secretarial Auditor of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other applicable provisions if any, and on the

recommendation of Audit Committee and Board of Directors of the company, M/s. Ramesh Chandra Mishra and Associates, a peer reviewed firm of Practicing Company Secretaries, being eligible, be and is hereby appointed as Secretarial Auditor of the Company for a term of Five (5) Consecutive financial years commencing from the conclusion of the ensuing 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2030 (i.e. to conduct the Secretarial Audit for 5 financial year from 2025- 26 to 2029-30), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly known as Telesys Info- Infra (I) Limited)
Sd/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

Place: Chennai
Date : 10.07.2025

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 3 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 2 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.
2. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 33rd AGM of the Company is being held virtually.

The Notice convening 33rd AGM along with the Integrated Annual Report for FY25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening 33rd AGM and Integrated Annual Report for FY 2024-2025 will also be available on the Company's website www.telesys.in, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. The Company will also publish an advertisement in the newspapers containing details of the 33rd AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the 33rd AGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 33rd AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 33rd AGM along with the Annual Report for the Financial Year ended March 31, 2025, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2024-25 and the Notice convening the 33rd AGM are also available on the Company's website www.telesys.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com
5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
6. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to fscrcm@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

7. The Members can join the 33rd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 33rd AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 08, 2025, have been considered for the purpose of sending the Notice of 33rd AGM and the Annual Report.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
12. Register of Members and Transfer Books of the Company will remain closed from 04th September, 2025 Thursday to 10th September, 2025, Wednesday (both dates inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's

Registrar and Transfer Agent M/s. Cameo Corporate Services Limited. At cameo@cameoindia.com for assistance in this regard.

14. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s. Cameo Corporate Services Limited.
16. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to Link Cameo Corporate Services Limited; in case the shares are held by them in physical form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Cameo Corporate Services Limited for shares held in physical form, with relevant documents that may be required.
18. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:
 - Day, date and time of commencement of remote e-Voting: Sunday, September 07, 2025 at 09:00 A.M. (IST)
 - Day, date and time of end of remote e-Voting: Tuesday, September 09, 2025 at 5:00 P.M. (IST)
19. The Company has fixed Wednesday, September 03, 2025 as the "Cut-off date" for identifying the Members who shall be eligible for participation in the 33rd AGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be

reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.

20. The Board of Directors have appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.telesys.in, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote e-voting period begins on **Sunday 07th September, 2025 at 09:00 A.M. and ends on Tuesday 09th September, 2025 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **03rd September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on

various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</p>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in

or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN** for the relevant **"GROARC INDUSTRIES INDIA LIMITED"** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; telesvs1992@yahoo.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to telesvs1992@yahoo.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to telesvs1992@yahoo.com . If you are an Individual shareholders holding

securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 for procuring user id and password for e-voting by providing above mentioned documents.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote evoting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at telesys1992@yahoo.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)

Sd/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

Place: Chennai
Date : 10.07.2025

EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Companies Act 2013, sets out all material facts relating to items of special business mentioned in the accompanying notice of the AGM.

Item No. 3

APPOINTMENT M/S RAMESH CHANDRA MISHRA & ASSOCIATES, COMPANY SECRETARIES, MUMBAI, A PEER REVIEWED FIRM (MEMBERSHIP NO.: F5477 CP NO. 3987 AS A SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS AND FIXED REMUNERATION

SEBI vide its notification dated December 12, 2024, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended regulations, listed companies are now required to obtain shareholders' approval, in addition to Board approval, for the appointment of Secretarial Auditors. The appointed Secretarial Auditor must be a peer-reviewed practicing Company Secretary and must not have any disqualifications as prescribed by the SEBI. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025, shall not be considered for the purpose of calculating the tenure under the said Regulation.

Pursuant to the above requirement, the Board at its meeting held on 19th May 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of M/s. Ramesh Chandra Mishra & Associates, Company Secretaries a peer reviewed firm, as Secretarial Auditor of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile

FCS Ramesh Chandra Mishra (Membership No. FCS 5477, CP No. 3987) is the proprietor of M/s. Ramesh Chandra Mishra & Associates and a Practicing Company Secretary with over 25 years of experience in the field.

In addition to filing various statutory returns under the Companies Act, he possesses extensive expertise in the incorporation of foreign companies, setting up branch offices in India, and handling matters related to mergers, amalgamations, and acquisitions through NCLT petitions. He also has significant experience representing clients in petitions before the Regional Director (RD), the National Company Law Tribunal (NCLT), the National Company Law Appellate Tribunal (NCLAT), and the Ministry of Corporate Affairs (MCA) on a range of company law matters.

Mr. Mishra is well-versed in the legal frameworks related to Company Law, SEBI, RBI, FEMA, and more. He has practical experience in share transfer and transmission accounting, and is highly proficient in XBRL and IND-AS-based filings of annual returns, particularly for large corporations and Government companies.

Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.

Proposed fees payable to the Secretarial Auditor along with terms of appointment	The Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor	Considering their qualifications and extensive experience, the Board of directors on recommendation of the Audit Committee recommends the appointment of M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30

The appointment is subject to shareholders' approval at the Annual General Meeting. Accordingly, the approval of the Members is being sought for this proposed appointment.

None of the Directors, Key Managerial Personnel, or their respective relatives have any financial or other interest in the proposed resolution.

The Board seeks for the approval of the members for passing of the resolution as set out at item no. 03 of this Notice as an Ordinary Resolution.

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)
Sd/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

Place: Chennai
Date: 10.07.2025

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Sr No.	Name of Director	Vijayaraj Heerachand Jain
1	DIN	01319086
2	Date of Birth	30/05/1968
3	Age	57
4	Date of first appointment on the Board	31/03/2006
5	Qualification	Graduate
6	Experience and Expertise	He has experience of 30 years in Industrial Business.
7	No. of Meetings of the Board attended during the year	4
8	List of Directorship of other Boards	1.VES Infra Power Private Limited 2.Sri Subbhajothi Movies Limited 3. Surana Vijay Finlease Limited
9	The Listed entity from which Director has resigned in last three years	NIL
10	List of Membership / Chairmanship of Committees of other Companies	NIL
11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	Terms and Conditions of re-appointment

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly known as Telesys Info- Infra (I) Limited)
Sd/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

Place: Chennai
Date: 10.07.2025

DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting 33rd Annual Report of Groarc Industries India Limited ('The Company'), together with the Audited Financial Statements (standalone and consolidated) for the Financial Year ended March 31, 2025.

HIGHLIGHTS OF FINANCIAL PERFORMANCE

(In Rs)

Particulars	2024-25	2023-24
Revenue from Operations	34,78,58,540	40,67,11,598
Other Income	61,36,602	33,07,552
Total Income	35,39,95,142	41,00,19,150
Depreciation & Amortisation	4,41,853	6,54,692
Profit before Tax	1,16,44,950	30,50,812
Total Tax Expenses	29,40,574	3,88,930
Net Profit	87,04,376	26,61,882
Earnings Per Equity Share (in Rs.)		
Basic	0.43	0.13
Diluted	0.43	0.13

Note: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

OVERVIEW

During the year under review, the Revenue from operations of the Company for FY 2024-25 was Rs. 34,78,58,540 as compared to Rs. 40,67,11,598 for FY 2023-24. The profit after tax ("PAT") attributable to shareholder for FY 2024-25 was Rs. 87,04,376 as against Rs. 26,61,882 for FY 2023-24.

Earnings per share was Rs. 0.43 (Basic) and (Diluted) stood at in FY 2024-25 as compared to Rs.0.13 (Basic) and (Diluted) in FY 2023-24.

The company's Financial Statements have been prepared in compliance with the Indian Accounting Standards (Ind-AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015, in accordance with Section 133 of the Companies Act, 2013, and other applicable provisions of the Act. The annual accounts have been prepared without any significant deviations from the prescribed accounting norms.

The company ensures timely adoption of new or amended Ind-AS as applicable, and any material impact arising from such changes is appropriately disclosed in the financial statements. The financial reporting process involves a thorough review by the finance team and consultation with external auditors to ensure adherence to statutory requirements.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to General Reserves for the year under review.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year.

DIVIDEND

Your Directors did not recommend any dividend for the year.

INCREASE IN ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL

There has been no increase/decrease in the Authorized Share Capital of your Company during the year under review.

LISTING OF EQUITY SHARES

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

(i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India;

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any Subsidiary, Associates and Joint Venture companies

ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at www.telesys.in

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate **Annexure -I** forming part of the Annual Report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**Composition**

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

The Board comprises individuals with a wide spectrum of expertise, including industry knowledge, financial acumen, legal insight, and operational experience. The Directors also bring in diverse regional, cultural, and geographical perspectives,

which contribute meaningfully to informed decision-making and help maintain the Company's strategic edge in a competitive environment.

As of March 31, 2025, the Board consisted of six (6) Directors, including:

- Two Executive Directors and
- One Non-Executive Directors, Three Independent Director including one Independent Woman Director

Appointment/ Re-appointment

During the Financial Year 2024-25, Mr. Murali Chengalvarayan (DIN: 08510153), was re-appointed as an Independent Director for a second consecutive term of five years, effective from August 14, 2024 to August 13, 2029, in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Directors retiring by rotation

Pursuant to the provisions of Section 152 of the Act read with the relevant rules made thereunder, one-third of the Directors are liable to retire by rotation every year and if eligible, offer themselves for re-appointment at the AGM.

Mr. Vijayaraj Heerachand Jain (DIN: 01319086), who retires by rotation as a Director being longest in the office are liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, has sought re-appointment. Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended their re-appointment and the matter is being placed for seeking approval of members at the ensuing Annual General Meeting of the Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings, necessary details of Mr. Vijayaraj Heerachand Jain (DIN: 01319086), are provided as an Annexure to the Notice of the Annual General Meeting.

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

Key Managerial Personnel

There was no change in the Key Managerial Personnel of the Company during the year under review.

Independent Directors

Statement on declaration given by Independent Directors

The Company has four Independent Directors, namely Mr. Tirukkurungudi S Srinivasan, Mr. Murali Chengalvarayan, Mrs. Rainy Ramesh Singhi. Each of them has submitted the requisite declarations under Section 149(7) of the Act, affirming that they meet the criteria of independence as outlined in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

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

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

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

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at www.telesys.in

Familiarization Programme for Independent Directors

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

The details of Familiarization Programmes are placed on the website of the company and the website of the company www.telesys.in

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, in relation to the audited financial statements of the Company for the year ended 31st March, 2025; the Board of Directors hereby confirms that:

- I. In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and there were no material departures;
- II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2025 and of the profit of the Company for the year ended on that date;
- III. The Directors 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 the company and for preventing and detecting fraud and other irregularities;
- IV. The Directors have prepared the annual accounts on a going concern basis;

- V. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- VI. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD

During the year under review, the Board has demonstrated a high level of involvement in guiding the Company, supported by detailed discussions and timely decisions. In cases of urgent or extraordinary matters arising between scheduled meetings, the Board's approval is obtained through resolutions passed by circulation, in accordance with the provisions of the Act and relevant rules. These resolutions are noted and ratified at the subsequent Board meeting to ensure formal documentation and compliance.

During the financial year, Four (4) meetings of the Board of Directors were held, the details of which are given in the Corporate Governance Report of the Company, which forms a part of the Annual Report and is annexed as **Annexure-II**. The intervening gap between the meetings was within the prescribed period under the Act and the SEBI Listing Regulations.

INDEPENDENT DIRECTORS

During the year under review, the Independent Directors of the Company met 1 (one) time on February 14, 2025.

ANNUAL BOARD EVALUATION

The Company has established a comprehensive framework for evaluating the performance of the Board of Directors, its Committees, and individual Directors, in line with the requirements of Sections 134 and 178 of the Act, Regulation 17(10) of the SEBI Listing Regulations, and the Company's Nomination and Remuneration Policy. As part of this evaluation process, structured and confidential questionnaires were circulated to all Directors to obtain feedback on various aspects of the Board's functioning, the effectiveness of its Committees, and the performance of each Director. The observations and responses received were compiled, analyzed, and subsequently presented to the Chairman of the Board for review and discussion.

COMMITTEES OF THE BOARD

As on March 31, 2025, the Board has constituted the following committees:

- Audit Committee
- Corporate Social Responsibility
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Risk Management Committee

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

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

CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013 all companies having net worth of '500 crore or more' or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a appropriate corporate social responsibility CSR Committee of the Board of Directors comprising three or more directors, at least one of whom an independent director and such company shall spend at least 2 % of the average net profits of the Company's three immediately preceding financial year. The Company presently does not with any of the criteria stated herein above.

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

Mr. Rajendhiran Jayaram (DIN: 01784664) Re-appointed as a Whole Time Director for a period of 3 (Three) years from February 14, 2025 to February 13, 2028.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2025, the Board consists of 6 members. Out of which Two are executive Director, Three non - executive Independent Director and One non - executive Non Independent Director.

The policy of the Company on directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the corporate governance report section of this Annual Report.

RISK MANAGEMENT POLICY:

Groarc Industries India Limited is exposed to risks such as liquidity risk, Interest rate risk, Credit risk and Operational risk that are inherent in the construction cum infrastructure businesses and has extended the scope in the petroleum business. The infrastructure and realty segment presently witnessing down trend. The Company decides to follow the infrastructure and government sponsored projects in future as well as petroleum business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The establishment of an effective corporate governance and internal control system is essential for sustainable growth and long-term improvements in corporate value, and accordingly Groarc Industries India Limited works to strengthen such structures. We believe that a strong internal control framework is an important pillar of Corporate Governance.

Your Company has put in place adequate internal financial controls commensurate with the size and complexity of its operations. The internal controls ensure the reliability of data and financial information to maintain accountability of assets.

The Company has an effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. Critical functions are rigorously reviewed and the reports are shared with the Management for timely corrective actions, if any. Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high-risk areas.

The internal and operational audit is entrusted to Umang R Shah (Membership No. - 230172). The main focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry. Significant audit observations and follow-up actions thereon are reported to the Audit Committee. For ensuring independence of audits, internal auditors report directly to the Audit Committee. any. Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high-risk areas.

STATUTORY AUDITORS:

M/s. Venkat & Rangaa , LLP FIRM Registration No: FRN: 0004597S were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (AGM) of the Members held on September 29, 2022 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

AUDITORS REPORT:

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

SECRETARIAL AUDITORS AND THEIR REPORT:

M/s. Ramesh Chandra Mishra and Associates, Proprietor Mr. Ramesh Chandra Mishra (Membership No- 5477) was appointed to conduct the Secretarial audit of the Company for the financial year 2024-25, as required under Section 204 of the

Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2024-25 is **Annexure-III** to this Board's Report.

The Board recommended to appoint M/s. Ramesh Chandra Mishra and Associates, Proprietor Mr. Ramesh Chandra Mishra (Membership No-5477) for the financial year 2025-26 to 2029-2030.

RELATED PARTY TRANSACTIONS/CONTRACTS:

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website. All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis which is reviewed and updated on quarterly basis. Pursuant to the Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, there were no contract where in the related parties are interested. In accordance with the provisions of the Companies Act, 2013, the details of related party transactions are available in the Notes to the Standalone financial statements section of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial. To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours from 11 a.m. to 5 p.m. on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

COST AUDIT:

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's products/business of the Company for FY 2024-25.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of Energy, Technology Absorption are not applicable in the case of the company. However, the company took adequate steps to conserve the Energy and used the latest technology.

FOREIGN EXCHANGE (inflow/outflow):

During the year under review there were no foreign Exchange Earnings. The Foreign Exchange out go is Nil.

INSURANCE OF ASSETS:

All the fixed assets, finished goods, semi-finished goods, raw material, packing material and goods of the company lying at different locations have been insured against fire and allied risks.

BANK AND FINANCIAL INSTITUTIONS:

Directors are thankful to their bankers for their continued support to the company.

DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace. The policy is uploaded and can be viewed on the Company's website www.telesys.in.

The details of Number of complaints of Sexual Harassment received, Number of complaints disposed off and Number of cases pending for more than ninety days in the Financial Year as stated below:

SL No.	Particulars	Comments
1	Number of complaints of sexual harassment received in the year	NIL
2	Number of complaints disposed off during the year	NIL
3	Number of cases pending for more than ninety days	NIL

ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times. The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

**By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I)
Limited)**

**Date: 10.07.2025
Place: Chennai**

**SD/-
RAJENDHIRAN JAYARAM
Whole Time Director
DIN: 01784664**

**SD/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461**

ANNEXURE - I

MANAGEMENT DISCUSSIONS AND ANALYSIS

Economy Overview

The global economy is projected to grow by 3.0%¹ in 2024, reflecting a moderation amid ongoing geopolitical tensions and supply chain disruptions. Despite these challenges, improvements in inflation outlooks and the implementation of proactive monetary policies have supported stability and consumer confidence. This resilience fosters cautious optimism, with many economies avoiding a prolonged slowdown or recession.

Growing Influence of Emerging Markets

Emerging markets within the G20 continue to play a crucial role in shaping the global economic landscape. They contribute approximately 30% to global output and trade, with their influence expanding through integration into global value chains. Over the past two decades, these economies have maintained impressive growth rates - averaging nearly 6% annually - fuelled by structural reforms, demographic advantages and technological advancements.

India remains a key growth engine for the global economy. The Reserve Bank of India projects FY'25 GDP growth at 6.5%, consistent with the second advance estimates from the National Statistical Office, driven largely by strong private consumption. Real Gross Value Added (GVA) is expected to grow by 6.4% y-o-y, propelled by agriculture and services sectors.

India's resilience is underpinned by ongoing reforms in digitisation, infrastructure and a sustained investment cycle supported by increased government expenditure. Improved capacity utilisation and a resilient financial sector further bolster this trajectory. These factors position India well on its path towards becoming the world's third-largest economy.

Inflation, projected at 4.8%² for FY'25, is expected to decline further owing to favourable food prices and the impact of prior monetary policy measures. Recognising this favourable outlook, the Reserve Bank of India has begun rate cuts to stimulate growth while maintaining price stability, thus creating a conducive environment for sustained economic expansion.

Industry Overview

The Global Consumer Foodservice Industry's revenues is estimated to have surpassed \$3.1trillion in CY2024 with higher transaction volume growth partially offset by a decline in revenue per transaction. This also impacted investment in outlet expansion with the global outlet count increasing only by 1.8%. While the revenue growth was distributed across most regions as services' spending continue to improve an upward trajectory following the pandemic; however, cost inflation and the ability to pass on price increase to consumers led to higher value offerings impacting profitability for the industry. Delivery is expected to be the most dynamic channel within Consumer Foodservice. By 2029, Delivery is expected to account for 25% of global sales, compared to 21% in 2024. Consequently, the share of Takeaway is expected to stabilise. Dine-in share is expected to continue to experience a decline from 55% in 2024 to 51% by 2029, largely driven by the growth of delivery services.

The Indian foodservice Industry, at \$56.1 billion in CY 2024, is currently the ninth largest food service market in the world. Over the last fifteen years, the Indian food services market (Industry) has grown at CAGR of 8%, largely mirroring the nominal GDP growth of the country. Within it, organised market is growing faster and its share at 33.8% is increasing at the expense of the unorganised market.

Indian Food Delivery, estimated at \$7.6 billion in CY 2023, saw an unprecedented CAGR growth of 42% between CY 2018-23 and the CAGR growth is estimated to be ~16% between CY 2023 and CY 2028. The growth will be spurred by increased adoption.

Digital Democratisation

The Indian economy has been digitalising at a remarkable pace over the last decade. According to the State of India's Digital Economy Report 2024, India is the third largest digitalised country in the world in terms of economy-wide digitalisation and 12th among the G20 countries in the level of digitalisation of individual users. The improving broadband network penetration, device and services affordability has caused an increase in data usage across the country and enabled Indians to embrace digital applications. The number of internet users at 840 million, has doubled since 2016. The digital transaction volumes have grown by seven times since 2019.

Strategic Priorities

The Company's strategic priorities defines key focus areas, establishes the framework for decision-making and lays the foundation for the Company to maintain a consistent focus on driving sustained and profitable growth while creating long-term value for all stakeholders.

Operate with Excellence

The Company places inordinate focus on continuous improvement when it comes to executing with excellence. From procurement to food tech park operations to managing the logistics to kitchen operations to last mile operations, across brands and countries, the Company is developing a unique way of execution – 'The JFL Way'. Notably, with the Company's vast expanse of operations, the continuous endeavour is to manage complexity at lower cost, generate leverage while bringing in improvements in the backward-integrated sourcing supply chain with state-of-the-art commissaries. One critical outcome of this priority will be marked improvement across cost lines and productivity.

Diversity and Inclusion

The Company firmly believes that focusing on diversity, equity and inclusion is not just the right thing to do, it is critical for long-term success. All the stakeholders benefit when the Company amplifies diversity, creates a platform to celebrate uniqueness and creates an environment where everyone can contribute, thrive and prosper. It brings diversity of thought, greater innovation, better understanding of customer mind-sets, better employee engagement and sets the Company on a path to excellence. During the year, the Company took concerted efforts to build a more diverse workforce and nurture an equitable and inclusive culture. The Company is committed to create an ecosystem that attracts and grows talent from all genders, backgrounds and generations.

Risk Management

Risk Management Framework

Effective risk management is integral operations and is embedded in its day-to-day business transactions and activities. The framework seeks to identify, prioritise, mitigate, monitor and appropriately report any significant threat to the organisation's strategic objectives, its reputation, operational continuity, environment, compliance as well as the health and safety of its employees.

A Disciplined Approach to Managing Risks

The approach is based on assessment of several factors and associated risks through proper analysis and understanding before undertaking any business activities and implementing changes to processes and systems.

Internal Controls and their Adequacy

The IFC framework established by the Company encompasses the following elements:

- Orderly and efficient conduct of business
- Safeguarding of its assets
- Adherence to Company's policies
- Prevention and detection of frauds and errors
- Accuracy and completeness of the accounting records and timely preparation of reliable financial information

**By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly known as Telesys Info- Infra (I)
Limited)**

**Date: 10.07.2025
Place: Chennai**

**SD/-
RAJENDHIRAN JAYARAM
Whole Time Director
DIN: 01784664**

**SD/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461**

Report on Corporate Governance

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

1. Company's philosophy on Corporate Governance

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

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

2. Board of Directors

The composition of the Board as on March 31, 2025 comprised of 6 (Six) Directors with optimum combination of Whole Time Directors, Non-Executive Non Independent Director, Independent Directors i.e., 2 (two) Whole Time Directors, 1 (One) Non Executive Non Independent Director and 3 (three) Non-Executive Independent Directors (including one Independent Woman Director). All the members are eminent persons with considerable professional expertise and experience. The Board consists of a balanced combination of Executive and Non-Executive Directors.

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

Board Procedure-

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

The details of other Directorships/Chairmanship and Membership of Committees held by Directors of the Company (including the company) as on March 31, 2025 is given below:

Attendance, Directorships and Committee positions-

Name of Directors	Category	No. of Other Directorships and Committee Chairmanship(s)/Membership(s)			Particulars of Directorships in other Listed Entities	
		*Directors hips	#Chairman ship	#Member ship	Name of the Company	Category of Director ship
Mr. Murali Chengalvarayan (DIN: 08510153)	Chairman, Independent Director	1	2	0	-	-
Mr. Tirukkurungudi S Srinivasan (DIN: 07044410)	Independent Director	7	1	2	1. Constronics Infra Limited	Independent Director
Mr. Heerachand Jain (DIN: 01319086)	Promoter, Director	4	0	0	-	-
Mr. Rajendhiran Jayaram (DIN:01784664)	Whole Time Director	1	0	0	-	-
Mr. Chandran Ganesan (DIN: 08166461)	Whole Time Director	1	0	0	-	-
Mrs. Rainy Ramesh Singhi	Independent Director	4	0	4	1. Mansi Finance (Chennai) Limited 2. Mishtann	Independent Director Independent Director

(DIN:09844099)					Foods Limited 3. Integrated Hitech Limited	Independent Director
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Notes:

1. While considering the total number of directorships, directorships in listed entities including this listed entity, foreign companies and companies incorporated under Section 8 of the Act have been excluded.
2. While calculating number of Membership of Committee in other Companies, it includes Audit Committee, and Stakeholders' Relationship Committee of Public Companies (listed and unlisted) only.
3. The number of Directorship, Chairmanship/ Membership in Committees of all Directors is within prescribed limit under the Act and Regulation 26 of the SEBI Listing Regulations.

Board Meetings

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





The Company always ensures that the Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the SEBI Listing Regulations. Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto.

Meetings held during the financial year 2024-25

Six (6) Board Meetings were held during the year under review and gap between the two meetings did not exceed 120 days. The meetings were held on the following dates:

Board Meeting Dates	May 30, 2024	August 14, 2024	November 14, 2024	February 14, 2025
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The attendance of each Director at the Board Meeting and the last Annual General Meeting is given thereunder:

Name of Directors	Particulars of attendance for the Board Meetings		Attendance for last AGM held on 30 th September, 2024
	Meetings held during the Director's tenure	Board Meetings Attended	
Mr. Murali Chengalvarayan (DIN: 08510153)	4	4	
Mr. Tirukkurungudi S Srinivasan (DIN: 07044410)	4	4	
Mr. Heerachand Jain (DIN: 01319086)	4	4	
Mr. Rajendhiran Jayaram (DIN:01784664)	4	4	
Mr. Chandran Ganesan (DIN: 08166461)	4	4	
Mrs. Rainy Ramesh Singhi (DIN:09844099)	4	4	

Independent Directors

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

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

For the financial year ended March 31, 2025, there were no resignations from Independent Directors on the Board. Furthermore, all Directors have confirmed that they do not serve as members in more than 10 committees or as Chairpersons in

more than 5 committees, in accordance with Regulation 26(1) of the SEBI Listing Regulations, across all companies where they hold directorships.

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

Familiarisation Programmes

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

The details of such programmes for familiarization of Independent Directors with the Company are available at the website of the Company at www.telesys.in.

Committees of Board of Directors

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

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

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

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

Audit Committee

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

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

Terms of Reference-

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

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

Mandatorily review the following information:

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

During the year under review, the Audit Committee also reviewed and approved the related party transactions from time to time.

Composition, Meetings and Attendance

During the Financial year 2024-25, the Audit Committee met Four (4) times. The composition of the committee, date of the meeting and attendance of the Audit committee meetings is given below:

Director	Position	Attended of Meeting			
		30.05.2024	14.08.2024	14.11.2024	14.02.2025
Mr. Murali Chengalvarayan	Chairman	Yes	Yes	Yes	Yes
Mr. Tirukkurungudi S Srinivasan	Member	Yes	Yes	Yes	Yes
Mrs. Rainy Ramesh Singhi	Member	Yes	Yes	Yes	Yes

The Chairperson of the Audit Committee Meeting was present at the 32nd Annual General Meeting held on September 30, 2024.

4. Nomination and Remuneration Committee

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

The present composition of the NRC is in accordance with the provisions of the Act and the rules made thereunder and SEBI Listing Regulations, it consists of Three (3) Non-Executive Independent Directors as on March 31, 2025. The Nomination and Remuneration Committee recommends the nomination of Directors, and carries out evaluation of performance of individual Directors. Besides, it recommends remuneration policy for Directors, Key Managerial Personnel and the Senior Management of the Company.

Terms of Reference-

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:
 - a) Use the services of an external agencies, if required
 - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition, Meetings and Attendance

During the Financial Year 2024-25 Nomination and Remuneration Committee met 4 (Four) times. The Composition of the Committee, date of the meetings and attendance

of Nomination and Remuneration Committee members in the said meetings is given below:

Director	Position	Attended of Meeting			
		30.05.2024	14.08.2024	14.11.2024	14.02.2025
Mr. Tirukkurungudi S Srinivasan	Chairman	Yes	Yes	Yes	Yes
Mr. Murali Chengalvarayan	Member	Yes	Yes	Yes	Yes
Mrs. Rainy Ramesh Singhi	Member	Yes	Yes	Yes	Yes

Performance evaluation criteria for Independent Directors

Pursuant to the provisions of Section 134(3)(p) of the Act read with the SEBI Listing Regulations, the Nomination and Remuneration Committee carried out the annual performance evaluation of the Directors individually including the Chairman and the Board evaluated the overall effectiveness of the Board of Directors including its Committees based on the ratings given by the Nomination & Remuneration Committee of the Company.

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

5. Stakeholders' Relationship Committee

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

It consists of Three (3) members out of which three (3) are non- Executive Independent Directors as on March 31, 2025. The Chairperson of Stakeholders Relationship Committee, Mr. Murali Chengalvarayan is an Independent Director and attends the Annual General Meeting to answer the queries raised by the Shareholders / Security holders, if any.

Composition, Meetings and Attendance

During the Financial Year 2024-25 the Stakeholders Relationship Committee met once. The Composition of the Committee, date of the meetings and attendance of Stakeholders Relationship Committee members in the said meetings is given below –

Director	Position	Attended of Meeting		
		30.05.2024	14.11.2024	14.02.2025
Mr. Murali Chengalvarayan	Chairman	Yes	Yes	Yes
Mr. Tirukkurungudi S Srinivasan	Member	Yes	Yes	Yes
Mrs. Rainy Ramesh Singhi	Member	Yes	Yes	Yes

Name, designation and contact details of the Compliance Officer

Miss Priyanka Kumawat, Company Secretary and Compliance Officer (ICSI M. NO.: A53843), is the Compliance Officer of the Company.

The Compliance Officer can be contacted at:

GROARC INDUSTRIES INDIA LIMITED

Corporate Office Address- No. - 1/L Blackers Road, 2F Gaiety Palace 2nd Floor Chintadripet, Chennai - 600002, Tamil Nadu, India

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

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

6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee ("CSR") has been constituted as per the provisions of Section 135 of the Act and other applicable provisions of Companies (Corporate Social Responsibility Policies) Rules, 2014. The Committee comprises of Four (4) Directors out of which three (3) are Independent Director and one (1) is a Whole Time Director. The Chairperson of the committee is an Independent Director.

Terms of Reference-

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act, as amended, read with Rules framed thereunder;
2. Recommend the amount of expenditure to be incurred on such activities;
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time;
4. To do such other acts, deeds and things as may be required to comply with the applicable laws;

5. To perform such other activities as may be delegated by the Board or specified/ provided under the Act or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Composition, Meetings and Attendance

During the Financial Year 2024-25 the Corporate Social Responsibility Committee met once (1). The Composition of the Committee, date of the meetings and attendance of Corporate Social Responsibility Committee members in the said meeting is given below –

The Report on CSR Activities as required to be given under Section 135 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an Annexure which forms part of the Directors' Report.

The CSR Policy is published on the website of the Company at www.telesys.in .

CSR initiatives undertaken by the Company during the FY 2024-25

During the Financial Year 2024-25, As CSR is not Applicable to the company. Company has not contributed to Corporate Social Responsibility Activities.

7. Remuneration of Directors

A. Policy on Remuneration

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

Our remuneration strategy is focused on:

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

No loans or advances were made to any Directors during the financial year 2024-25.

The Nomination and Remuneration Policy outlines the guiding principles and is accessible to all stakeholders through the Company's official website at:

B. Remuneration to Independent Directors

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

The total amount of sitting fees paid to Independent Directors for the financial year ended March 31, 2025, was Rs.1,50,000/-

(In lakhs)

Name of the Director	Sitting Fees	Commission	Total	Shareholding
Mr. Tirukkurungudi S Srinivasan	50,000	5000	45000	NIL
Mr. Murali Chengalvarayan	50,000	5000	45000	NIL
Mrs. Rainy Ramesh Singhi	50,000	5000	45000	NIL

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

C. Remuneration to Executive Director/ Chief Financial Officer (CFO)/ Company Secretary (CS)

The remuneration of the Managing Director and Whole-Time Directors is governed by applicable provisions of the Companies Act, 2013, relevant rules, SEBI regulations, and shareholder approvals. It includes a combination of fixed pay, allowances, and retirement benefits. No performance-linked incentives were paid during FY 2024-25.

The Nomination and Remuneration Committee recommends the structure and components of executive remuneration based on Company policies and regulatory guidelines.

(in Rs.)

Name of the Director/ CFO/ CS	Basic Salary	Benefits, Perquisites and Allowances (includes payment in lieu of pension)	Commission, Bonus and Performance Linked Incentive Remuneration
Mr. Vijayaraj Jain	NIL	NIL	NIL
Mr. Rajendhiran Jayaram	1,20,000	NIL	NIL
Mr. Chandran Ganesan	3,00,000	3,00,000	NIL
Mrs. S Thilagam	2,64,000	NIL	NIL
Ms. Priyanka Kumawat	1,80,000	NIL	NIL

8. General Body Meetings

A) Details of Last Three Annual General Meetings are as under

AGM	Financial Year	Day, Date and Time	Venue	Details of Special Resolution Passed
32 nd	2023-2024	MONDAY, 30TH SEPTEMBER 2024 AT 1:00 P.M. (IST)	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	a. Re-appointment of Mr. Murali Chengalvarayan (DIN: 08510153), as an Independent Director.
31 st	2022-2023	SATURDAY, SEPTEMBER 30, 2023 AT 11:30 AM (IST)	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	a. Adoption of Memorandum of Association as per provisions of the Companies Act, 2013. b. change of name of the company from "TELESYS INFO-INFRA (I) LIMITED" to "GROARC INDUSTRIES INDIA LIMITED" AND ALTERATION OF NAME CLAUSE OF THE MEMORANDUM OF THE COMPANY. c. Adoption of Articles of Association as per the provisions of the Companies Act, 2013
30 th	2021-2022	THURSDAY, SEPTEMBER 29, 2022 AT 11:30 AM	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	NO

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

B) Extraordinary General Meetings

No Extraordinary General Meetings were held during the financial year 2024-25 i.e. the year under review.

C) Details of resolutions passed by way of postal ballot

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

9. Means of Communication

Quarterly Results	The Company communicates to the Stock Exchange about the quarterly financial results within 30 minutes from the conclusion of the Board in which the same is approved.
Newspapers wherein results normally published	The results are usually published in the Trinity Mirror (English) and Makkal Kural (Marathi) newspapers.
Website	All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI Listing Regulations and under the Act are being posted at Company's website: www.telesys.in
Designated e-mail address for investor services	To serve the investors better and as required under SEBI Listing Regulations, the designated e-mail address for investors complaints is telesys1992@yahoo.com

10. General Shareholder Information

a) Annual General Meeting - Date, Time and Venue	33 rd Annual General Meeting through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM facility)
b) Financial Year	April to March
c) Record Date	September 03, 2025 (before 7 working days)
e) Registered Office	No. - 1/L Blackers Road, 2F Gaiety Palace 2 nd Floor Chintadripet, Chennai - 600002, Tamil Nadu, India.
f) Corporate Office	No. - 1/L Blackers Road, 2F Gaiety Palace 2 nd Floor Chintadripet, Chennai - 600002, Tamil Nadu, India.
g) CIN	L70200TN1992PLC023621
h) Name and Address of Stock Exchanges where Company's securities are listed	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, India.
j) Listing fees	The Annual Listing fees for the financial year 2025-26 has been paid to BSE Limited.

k) Share Registrar and Transfer Agents	Cameo Corporate Services Ltd, Subramanian Building , No. 1, Club House Road, Chennai,Tamil Nadu,600002 Phone No. 022-28460390 Mail - cameo@cameoindia.com; investor@cameoindia.com
l) Company Secretary & Compliance officer	Mrs. Priyanka Kumawat

n) Share Transfer System

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

o) Shareholding Pattern (Equity) as on March 31, 2025

	No. of Shares	% Equity
Promoter	0	0
Public	2,04,66,529	100.00
Total	2,04,66,529	100.00

q) Distribution of Shareholding as on March 31, 2025

Share / Debenture Holdings		Share / Debenture Holder			Share / Debenture Amount
Sl no	Amount(Rs.)	Number	% of Total	Amount	% of Total
1	10-5000	24601	91.9560	29952440	14.6348
2	5001-10000	989	3.6968	8603470	4.2037
3	10001-20000	532	1.9886	8478310	4.1425
4	20001-30000	185	0.6915	4805180	2.3478
5	30001-40000	92	0.3439	3329570	1.6268
6	40001-50000	110	0.4112	5322280	2.6005
7	50001-100000	130	0.4859	9929480	4.8516
8	100001- and above	114	0.4261	134244560	65.5922
Total:		26753	100.0000	204665290	100.0000

r) 52 Weeks High and Low quotation of equity shares traded on the BSE Limited, Mumbai:

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (Rs.)
Apr-24	8.75	10.5	8.58	9.2	242311	1033	2236541
May-24	9.45	13	9.01	11	1028633	2444	11544618
Jun-24	11.22	12.15	8.5	9.99	723613	1843	6937219
Jul-24	10.5	15.39	9	11.45	1433010	2536	18985107
Aug-24	12.02	13.27	9.49	11.98	240288	539	2873052
Sep-24	11.75	16.23	10.85	14.01	1227874	1364	17384849
Oct-24	14.2	15.47	13.13	14.48	620563	1528	8798644
Nov-24	15	15	10.11	10.48	311590	1198	3758802
Dec-24	10.48	11.83	10.02	10.49	186149	800	2014982
Jan-25	10.58	10.9	7.91	8.54	212464	837	1994938
Feb-25	8.91	9.49	6.25	6.32	172161	672	1305025
Mar-25	6.3	7.1	5.6	6.2	304138	549	1930893

s) Dematerialization of Shares and Liquidity

90.86% of the Paid-up Capital is held in Dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2025 under ISIN No: **INE042B01012**

Particulars	NSDL	CDSL	Physical	Total
Shares	10647129	7947940	1871460	2,04,66,529
Shares (%)	52.02	38.84	9.14	100

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

No loans or advances were extended to firms or companies in whom directors hold interests throughout the year.

b) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

The Company has no material Subsidiary and hence this clause is not applicable.

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

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

13) Discretionary Requirements

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

The Board	The Company has Non-executive Independent Chairperson.
Shareholder Rights	The quarterly and half-yearly financial performances are published in the newspapers and are also posted on the website of the Company, the same are not being sent to the members.
Modified opinion(s) in audit report	The Statutory Auditors have issued an unmodified audit opinion on the financial statements of the Company for the year ended March 31, 2025.

Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Company have separate persons to the post of the Chairperson and the Managing Director.
Reporting of internal auditor	The Internal Auditor reports to Chairperson & Managing Director and has direct access to the Audit Committee.

By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I)
Limited)

Date: 10.07.2025
Place: Chennai

SD/-
RAJENDHIRAN JAYARAM
Whole Time Director
DIN: 01784664

SD/-
CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

FORM NO. MR- 3

Secretarial Audit Report for the Financial Year Ended March 31, 2025
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor
Chintadripet Chennai - 600002**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed website and other records made available to us and maintained by the Company for the Financial Year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and

Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the audit period)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- (vi) In our opinion and as identified as informed by the management, the Company has adequate systems to monitor and ensure compliance (including the process of renewal /fresh/pending applications with government authorities).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time.

We have also reviewed the compliances of the following:

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

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

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

We further report that

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

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

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

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

We further report that during the Audit period following no events have occurred, which has major bearing on the Company's affairs:

For Ramesh Chandra Mishra & Associates

Sd/-

Ramesh Chandra Mishra

Company Secretary in Practice

Membership No.:- F5477

C.P. No.:- 3987

Peer Review certificate No: -1133/2021

UDIN No- F005477G000380291

Place: Mumbai

Date: 19.05.2025

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

ANNEXURE - A

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor
Chintadripet Chennai - 600002**

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

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

For Ramesh Chandra Mishra & Associates

Sd/-

**Ramesh Chandra Mishra
Company Secretary in Practice
Membership No.: F5477
C.P. No.: 3987**

**Peer Review certificate No: -1133/2021
UDIN No- F005477G000380291**

**Place: Mumbai
Date: 19.05.2025**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor
Chintadripet Chennai - 600002**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Groarc Industries India Limited having CIN: L70200TN1992PLC023621 and having Registered office at No. - 1/L Blackers Road, 2F Gaiety Palace, 2nd Floor, Chintadripet, Chennai- 600002 (hereinafter referred to as '**the Company**'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (**DIN**) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company *
1	Rajendhiran Jayaram	01784664	02.04.2009
2	Chandran Ganesan	08166461	14.04.2021
3	Rainy Ramesh Singhi	09844099	11.12.2023
4	Tirukkurungudi S Srinivasan	07044410	36.08.2021
5	Vijayaraj Jain	01319086	31.03.2006
6	Murali Chengalvarayan	01319086	31.03.2006

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My

responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ramesh Chandra Mishra & Associates

Sd/-

Ramesh Chandra Mishra

Company Secretary in Practice

Membership No.:- F5477

C.P. No.:- 3987

Peer Review certificate No: -1133/2021

UDIN No- F005477G000380225

Place: Mumbai

Date: 19.05.2025

DECLARATION FOR CODE OF CONDUCT

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the affirmations provided by the Directors and Senior Management Personnel of the Company to whom Code of Conduct is made applicable, it is declared that the Board of Directors and the Senior Management Personnel have complied with the Code of Conduct for the year ended March 31, 2025.

By Order of Board

For GROARC INDUSTRIES INDIA LIMITE

(Formerly knowns as Telesys Info- Infra (I) Limited)

SD/-

CHANDRAN GANESAN

Whole Time Director

DIN: 08166461

Date: 10.07.2025

Place: Chennai

Managing Director (MD) and Chief Financial Officer (CFO) Certification

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

- A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2025 and 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 or illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- i. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

**By Order of Board
For GROARC INDUSTRIES INDIA LIMITED
(Formerly knowns as Telesys Info- Infra (I) Limited)**

SD/-

SD/-

Date: 10.07.2025
Place: Chennai

THILAGAM
CFO

CHANDRAN GANESAN
Whole Time Director
DIN: 08166461

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

**To,
The Members,
Groarc Industries India Limited
(Formerly known as Telesys Info-Infra(I) Limited)
Address: No. - 1/L Blackers Road,
2F Gaiety Palace 2nd Floor Chintadripet
Chennai TN 600002 IN**

We have examined the compliance of conditions of corporate governance Groarc Industries India Limited (Formerly known as Telesys Info-Infra(I) Limited) ('the Company') for the year ended March 31, 2024 as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India. As per Regulation 15 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the above referred Regulations are not applicable to the Company till 15th November 2018.

With reference to compliance of the regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") we say the company has duly complied the same.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has internally and for better management has complied the conditions of Corporate Governance in line with applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has not filed any corporate Governance report with SE till the 2nd quarter ended 30th September 2018.

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

**For Ramesh Chandra Mishra & Associates
Sd/-**

**Ramesh Chandra Mishra
Company Secretary in Practice
Membership No.:- F5477
C.P. No.:- 3987**

**Peer Review certificate No: -1133/2021
UDIN No- F005477G000380379**

**Place: Mumbai
Date: 19.05.2025**

INDEPENDENT AUDITOR'S REPORT

To The Members of **GROARC INDUSTRIES INDIA LIMITED**
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **GROARC INDUSTRIES INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss and Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its **Profit**, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the

Board's Report including Annexure(s) to Board's Report, but does not include the Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 Financial Statements.

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

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

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

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

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

Report On Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit And Loss, and the Cash Flows Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Financial Statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that section 197 is not applicable on private company. Hence reporting as per section 197(16) is not required
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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, 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; and

vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

vii. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

viii. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2025

For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

Sd/-
S. Mohan Raajan
Partner
M.No: 206393

UDIN: 25206393BMIVUN1937
Date: 19.05.2025
Place: Chennai

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of **GROARC INDUSTRIES INDIA LIMITED** of even date)

On the basis of the information and explanation given to us during the course of our audit, we report that:

(i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of all fixed assets.

(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

b) Pursuant to the company's programme of verifying fixed assets in a phased manner, physical verification of fixed assets was conducted during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us title deeds of immovable properties, classified as fixed assets, are held in the name of the company.

d) The company has not revalued its Property, Plant, and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company

e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i) (e) of paragraph 3 of the order are not applicable to the company.

(ii) a) As per the information and records produced before us, the company is in the business of supply of software. Hence there are no the inventories of Finished Goods, Stores & Consumables, Green leaf to be physically verified at regular intervals by the Management

b) In our opinion and according to the information and explanation given to us, the company is in the business of Trading of nuts and spices and there are no closing inventories. Hence there is a requirement to adopt procedures of physical verification of inventories to be followed by the Management at reasonable intervals.

(c) In our opinion and according to the information and explanations given to us, the Company should have the requirement to maintain records of its inventories, as inventory is being generated.

(iii) In our opinion and based on the information and explanation given to us the company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and(c) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of representations of the management which we have relied upon, the loans given by the company during the financial year 2024-25 are in compliance with the provisions of Section 185 and Section 186 of the Companies Act, 2013.

(v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 therefore reporting under this clause is not applicable.

(vi) According to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to the company therefore reporting under this clause is not required.

(vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing statutory dues as applicable, with the appropriate authorities. There are no statutory dues that are outstanding as of March 31, 2025, for a period of more than six months.

b) As of the year-end, according to the records of the Company and information and explanations given to us, there are disputed statutory dues outstanding on the company as follows;

S.No	Assessment Year	Amount Of Demand (in Rupees)	Appeal Pending With
1	2021-22	17,50,119	CIT (A)
2	2023-24	16,88,640	

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

(ix) a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any loans from the financial institution and debenture holders therefore reporting of repayments of such loans under this clause is not applicable.

b) In our opinion and according to the information and explanations given to us, the company has not been a declared 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, the loans were applied for the purpose for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been utilised for long-term purposes.

e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) According to the information and explanations given to us, on an overall basis, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(xi) a) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As auditors, we did not receive any whistle-blower complaints during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) (a), (b) and (c) of the Order is not applicable.

(xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, paragraph 3 (xiv) (a) and (b) of the Order is not applicable.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-1A of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

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

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) The Group does not have any Registered Core Investment Companies.

(xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in Note 14(s) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a

period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The company do not meet the criteria for the applicability of Section 135 of the Companies Act, 2013, hence the requirement to transfer unspent amounts to a fund specified in Schedule VII of the the Companies Act (the Act), in compliance with second proviso to Sub Section 5 of Section 135 of the Act is not applicable and hence the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company

(b) There are no ongoing projects and hence the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

Sd/-

S. Mohan Raajan
Partner
M.No: 206393

UDIN: 25206393BMIVUN1937

Date: 19.05.2025
Place: Chennai

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **M/s. GROARC INDUSTRIES INDIA LIMITED** of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. GROARC INDUSTRIES INDIA LIMITED** ("the Company") as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal

Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Venkat and Rangaa LLP
Chartered Accountants
LLPIN: AAK-5672

Sd/-

S. Mohan Raajan
Partner
M.No: 206393

UDIN: 25206393BMIVUN1937

Date: 19.05.2025
Place: Chennai

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
CIN: L70200TN1992PLC023621 , Email - telesys1992@yahoo.com, Website: www.telesys.in
No.1/L, Blackers Road, Z-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
Phone: Phone: 044-49510300
Balance Sheet as on 31.03.2025

Particulars	Note No	31.03.2025 (Rs.)	31.03.2024 (Rs.)
I. ASSETS			
(1) Non Current assets			
(a) Property, Plant & Equipment	1	84,24,658	88,33,232
(b) Capital Work in Progress			
(c) Investment Property			
(d) Financial Assets			
i) Investment			
ii) Trade Receivables			
iii) Loans	2	2,70,24,674	3,90,21,885
iv) other Financial assets			
(e) Deferred Tax Assets		61,833	52,130
		3,55,11,166	4,79,07,247
(2) Current Assets			
(a) Inventories		1,79,02,050	-
(b) Financial Assets			
i) Trade Receivable	3	8,55,29,156	15,06,48,044
ii) Cash and Cash equivalents bank Balance	4	19,94,40,169	16,32,03,022
iii) Loans		-	
iv) other Financial assets			
(c) Other current Assets	5	8,10,61,920	3,14,05,041
(d) Assets held for sale			
		38,39,33,294	34,52,56,107
Total Assets		41,94,44,460	39,31,63,354
EQUITY AND LIABILITIES			
(1) Equity			
(a) Share Capital	6	20,46,65,339	20,46,65,290
(b) Other Equity			
i) Retained earnings	7	(6,73,53,583)	(7,60,87,031)
ii) other reserves	8	26,13,12,661	26,13,12,661
iii) other comprehensive income			
		39,86,24,417	38,98,90,920
Liabilities			
(2) Non- Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	9	1,48,59,000	304
(b) Provision			
(c) Deferred Tax Liabilities (net)			
(d) Other Non Current liabilities			
		1,48,59,000	304
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	-	49
(ii) Trade Payables		7,79,357	7,79,357
(iii) other Financial liabilities		-	10,29,648
(b) Provisions	11	38,61,733	9,40,527
(c) other current liabilities	12	13,19,954	5,22,550
		59,61,044	32,72,131
Total Equity and Liabilities		41,94,44,460	39,31,63,354

<p>For and on behalf of the Board</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>Sd/- Chandran Ganesan Director DIN - 08166461</p> </div> <div style="width: 45%;"> <p>Sd/- VIJAYARAJ JAIN HEERACHAND JAIN Director DIN - 01319086</p> </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>Sd/- Thilagam CFO Place : Chennai Date : 19.05.2025</p> </div> <div style="width: 45%;"> <p>Sd/- Priyanka Kumawat Company Secretary</p> </div> </div>		<p>0</p> <p>As per our report of even date attached For Venkat and Rangaa LLP Chartered Accountants LLPIN: AAK-5672</p> <p>S. Mohan Raajan Partner Membership No. 206393</p>
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Profit and Loss account statement for the quarterly ended 31.03.2025

	Particulars	Note No.	Figures As At	
			31.03.2025	31.03.2024
			Rs	Rs
I	Revenue from Operations	15	34,78,58,540	40,67,11,598
II	Other income	16	61,36,602	33,07,552
III	Total Revenue (I + II)		35,39,95,142	41,00,19,150
IV	Expenses:			
	Cost of Software Purchased			
	Cost of Materials Consumed	17	33,53,46,653	39,58,62,565
	Changes in Inventories of Finished Goods			
	Work-in-Progress and Stock-in-Trade			
	Director Remuneration			
	Employee Benefits Expense	18	17,15,000	12,19,000
	Finance costs	19	36,369	1,058
	Depreciation and Amortization Expense		4,41,853	6,54,692
	Other expenses	20	48,10,318	92,31,023
	Total Expenses		34,23,50,192	40,69,68,338
V	Profit before exceptional & extraordinary items & tax (III-IV)		1,16,44,950	30,50,812
VI	Exceptional Items			
VII	Profit before extraordinary items and tax (V-VI)		1,16,44,950	30,50,812
VIII	Extraordinary Items			
IX	Profit before tax (VII- VIII)		1,16,44,950	30,50,812
X	Tax expense:			
	(1) Current tax		29,50,277	4,08,039
	(2) Deferred tax		(9,703)	(19,109)
	(2) Tax relating to Previous Year		-	-
XI	Profit (Loss) for the period from continuing operations (IX-X)		87,04,376	26,61,882
XII	Profit/(loss) from discontinuing operations			
XIII	Tax expense of discontinuing operations			
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
XV	Profit (Loss) for the period (XI + XIV)		87,04,376	26,61,882
XVI	Earnings per equity share:			
	Profit after Tax			
	No.of Shares		2,04,66,529	2,04,66,529
	Earnings per Share - Basic & Diluted		0.43	0.13

For and on behalf of the Board

Sd/-
Chandran Ganesan
 Director
 DIN - 08166461

Sd/-
VIJAYARAJ JAIN HEERACHAND JAIN
 Director
 DIN - 01319086

Sd/-
Thilagam
 CFO

Sd/-
Priyanka Kumawat
 Company Secretary

Place : Chennai
 Date : 19.05.2025

As per our report of even date attached
For Venkat and Rangaa LLP
 Chartered Accountants
 LLPIN: AAK-5672

S. Mohan Raajan
 Partner
 Membership No. 206393

GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
CIN: L70200TN1992PLC023621 , Email - telesys1992@yahoo.com, Website: www.telesys.in
Phone: Phone: 044-49510300
Cash Flow statement for the quarterly ended 31.03.2025

PARTICULARS	31.03.2025	31.03.2024
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss Before Tax And Extra Ordinary Items	1,16,44,950	30,50,812
Adjustment for:		
-Depreciation	4,41,853	6,54,692
-Provision for Tax	29,50,277	4,08,039
- Loss on sale of Fixed Assets & Shares		
Goodwill Written off		
Provision for dimution in the value of investments		
Operation Profit before Working Capital Changes	91,36,526	32,97,465
Adjustment for:		
-Trade Receivables & Other Assets	6,51,18,888	16,34,79,203
-Inventories	(1,79,02,050)	-
- Other Payables	26,88,962	(10,50,961)
- Trade Payables	7,79,357	
Net Cash From Operating Activities	5,06,85,158	16,24,28,241
B: CASH FLOW FROM INVESTING ACTIVITIES:		
- Purchase of Fixed Assets	(33,280)	
-Sale of Fixed Assets		
- Loans & Advances (Assets)	(3,76,59,667)	(40,46,652)
- Long term loans and advances- Liability	29,023	-
Net Cash used in Investing Activities	(3,76,63,924)	(40,46,652)
C: CASH FLOW FROM FINANCING ACTIVITIES:		
- Increase in Paid up Equity share capital	49	-
Share premium money received		
Decrease in Unsecured Loan	1,48,58,696	304
- Fees paid for Increase In Authorised Capital	-	-
- Excess Provision of Income Tax Credited Back		
Net Cash From Financing Activities	1,48,58,745	304
D: NET INCREASE IN CASH AND CASH EQUIVALENTS	3,70,16,504	16,16,79,358
E.Cash & Cash equivalents at the beginning of the year	16,24,23,665	7,44,304
F.Cash and Cash Equivalents at the end of the year	19,94,40,169	16,24,23,665
<div style="display: flex; justify-content: space-between;"> <div> Sd/- VIJAYARAJ JAIN HEERACHAND JAIN Director Sd/- Thilagam CFO </div> <div> Sd/- Chandran Ganesan Director Sd/- Priyanka Kumawat Company Secretary </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> Place : Chennai Date : 19.05.2025 </div> <div> Thilagam CFO </div> <div> Priyanka Kumawat Company Secretary </div> </div>		

AUDITORS CERTIFICATE

We have examined the attached Cash Flow statement of Telesys Info-Infra (I) Limited (the company) for the Quarter Ended 31st December, 2024. The statement has been prepared by the company in accordance with the requirements of Listing Agreement and is based on and in agreement with the Corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.

As per our report of even date attached
For Venkat and Rangaa LLP
Chartered Accountants
Sd/-
S. Mohan Raajan
Partner
Membership No. 206393

Place : Chennai
Date : 19.05.2025

Notes	Particulars	As at 31.03.2025	As at 31.03.2024
		(Rs.)	(Rs.)
2	Long-Term Loans and Advances		
	Unsecured & considered good		
	Loans to various parties	2,70,24,674	3,90,21,885
		2,70,24,674	3,90,21,885
3	Trade Receivables		
		8,55,29,156	15,06,48,044
		8,55,29,156	15,06,48,044
4	Cash and Cash Equivalents		
	(a) Balances with Banks	19,92,06,552	16,25,70,129
	(b) Cash on hand	2,33,617	6,32,893
		19,94,40,169	16,32,03,022
5	Other Current Assets (Specify nature):		
	Loan to Bharath Kumar Mardia	46,305	46,305
	Sales Tax Deposit		
	Rent Deposit		
	Advance to Vendors for Goods	5,12,46,868	46,58,068
	Advance to Vendors for Land Purchase	1,56,00,000	1,56,00,000
	Vending Machine Deposit	708	708
	Dues from Government Authorities	96,79,939	86,11,860
	Advance Tax	44,88,100	24,88,100
		8,10,61,920	3,14,05,041

PARTICULARS	Figures As At	
	31.03.2025 Rs	31.03.2024 Rs
(a) Share Capital Authorised 2,50,00,000 Equity Shares of Rs. 10/- each	25,00,00,000	25,00,00,000
(b) Issued, Subscribed & Paid up 2,04,66,529 Equity Shares of Rs.10/- each	20,46,65,290	20,46,65,290
(c0) Share Application Money Pending Allotment (Preference Share)	49	-
	20,46,65,339	20,46,65,290
(d) Par Value per Share (Rs.)	10/-	10/-
(e) Reconciliation of the No. of Equity Shares outstanding at the beginning and at the end of the year		
Add: No of Shares allotted during the year	2,04,66,529	2,04,66,529
Less: Shares Bought Back	-	-
At the end of the year	2,04,66,529	2,04,66,529

(f) Details of Shareholders holding more than 5% Shares in the Company as on Balance Sheet date

Name of the Shareholder	No of Shares	% as at	No of Shares
NIL	NIL	NIL	NIL

NOTE 6A. SHARES HELD BY PROMOTORS

Current Reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the
	NIL	NIL	NIL	NIL

Previous reporting Period				
Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the
	NIL	NIL	NIL	NIL

NOTE- 6B. STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
2,04,66,529	-	-	-	2,04,66,529
2,04,66,529			-	2,04,66,529

Previous reporting Period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
2,04,66,529	-	-	-	2,04,66,529
2,04,66,529			-	2,04,66,529

7	Retained Earning		
	Particulars	As at 31.03.2025 (Rs.)	As at 31.03.2024 (Rs.)
	Surplus		
	Opening balance	(7,60,87,031)	(7,87,48,913)
	(+) Net Profit/(Net Loss) For the current year	87,04,376	26,61,882
	(+) Transfer from Reserves		
	(-) Proposed Dividends		
	(-) Interim Dividends		
	(-) Transfer to Reserves		
	(+) Income Tax Provision Adjustment	29,072	
	Closing Balance	(6,73,53,583)	(7,60,87,031)
8	Other Reserves		
	Particulars	As at 31.03.2025 (Rs.)	As at 31.03.2024 (Rs.)
	Capital Reserve		
	Add: Additions/ Transfer from P&L	13,22,53,500	13,22,53,500
	Less: Deductions	-	-
	Closing Balance	13,22,53,500	13,22,53,500
	Share Premium		
	Add: Additions/ Transfer from P&L	12,90,59,161	12,90,59,161
	Less: Deductions	-	-
	Closing Balance	12,90,59,161	12,90,59,161
	Total	26,13,12,661	26,13,12,661
9	Other Long-Term Liabilities		
	Particulars	As at 31.03.2025 (Rs.)	As at 31.03.2024 (Rs.)

	(a) Outstanding Liabilities for Expenses	-	304
	(b) Trade Advances	1,48,59,000	
	Total	1,48,59,000	304
10	Particulars	As at 31.03.2025	As at 31.03.2024
		(Rs.)	(Rs.)
	Short-Term Borrowings		
	Loans & Advances from Various parties	-	49
	Total	-	49
11	Short Term Provisions		
	Particulars	As at 31.03.2025	As at 31.03.2024
		(Rs.)	(Rs.)
	Income Tax	38,61,733	9,40,527
	Total	38,61,733	9,40,527
12	Other Current Liabilities		
	Particulars	As at 31.03.2025	As at 31.03.2024
		(Rs.)	(Rs.)
	Audit fees Payable	88,500	3,20,050
	Duties and Taxes	1,33,931	-
	Salary Payable	6,82,500	2,02,500
	Other Expenses Payable	4,15,023	
	Total	13,19,954	5,22,550

(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
 No.1/L, Blackers Road, 2-F, Gaitey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
 Notes to accounts forming part of Profit and Loss account for the Quarterly ended 31.03.2025

PARTICULARS	Figures As At	
	31.03.2025 Rs	31.03.2024 Rs
Note 15		
Revenue from Operation		
Sale of Goods	34,78,58,540	40,67,11,598
	34,78,58,540	40,67,11,598
Note 16		
Other Income		
Interest Income from Loans and Advances		1,66,327
Interest on FD	3,13,745	-
ITC REVERSAL	-	-
Weight shortage	32,376	-
Rate difference	-	-
Penal Interest Income	57,90,481	31,41,225
	61,36,602	33,07,552
Note 17		
Purchase of Stock-in-Trade		
Opening Stock	-	-
Add: Purchase of Goods	35,30,68,573	39,57,17,348
Add: Direct Expenses	1,80,130	1,45,217
Less: Closing Stock	1,79,02,050	-
	33,53,46,653	39,58,62,565
Note 18		
Employee Benefits Expenses		
(i) Salaries and Wages	17,15,000	12,19,000
(ii) Staff Welfare	-	-
(iii) Bonus	-	-
	17,15,000	12,19,000
Note 19		
Bank Charges	240	1,058
ARYA - SERVICE CHARGES	36,129	-
	36,369	1,058

(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
 No.1/L, Blackers Road, 2-F, Gaitey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.
 Notes to accounts forming part of Profit and Loss account for the Quarterly ended 31.03.2025

PARTICULARS	Figures As At	
	31.03.2025 Rs	31.03.2024 Rs
Note 20		
Other Expenses		
Payments to the auditor as		
Statutory Auditor	88,500	88,500
Internal Auditor	-	-
Commission Paid	2,51,282	7,00,521
Electricity	60,062	50,768
AGM Expenses	-	-
Miscellaneous Expenses	1,38,988	1,36,365
Postage & Courier	45,696	45,307
Printing & Stationary	-	854
Godown Rent	1,46,781	33,750
Repairs & Maintenance Building	29,944	86,518
Telephone Charges	13,662	15,202
Travelling & Conveyance	1,97,749	1,42,330
Bad Debts	-	-
Bad Debts written off	4,79,054	50,41,039
Advertisement Expense	38,850	73,876
SDD Software Charges	-	30,780
Professional fee	2,68,810	4,83,740
BSE Relisting Fee/Compliance Expenses	1,51,697	7,08,500
Fumigation Charges	85,447	-
Accounting Charges	-	-
Office expenses	50,281	30,562
Software Charges	41,450	-
Warehouse Expenses	13,65,052	-
GST Late Fee and Interest / ITC Reversal Expenses	10,31,740	12,06,891
GST Penalty	40,064	-
General Expenses	1,19,200	87,930
Rates & Taxes	16,008	63,328
Directors' Sitting Fees	1,50,000	1,91,700
Cameo Share Transfer Agent	-	12,562
	48,10,318	92,31,023

Note: 1 - Details of Individual Items of Fixed Assets

S.No	Description	Depn. Rate	Gross Block				Depreciation				Net Block	
			Cost	Additions	Deletions	Total	Upto 31-03-2024	For the Quarter	Dep Adj	Total	WDV As At	
											31.03.2025	31-03-2024
	TANGIBLE ASSETS	%	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
1	Vehicle	25.89%	82,618			82,618	62,496	3,907	-	66,404	16,214	20,122
2	Office Equipment	13.91%	17,14,870	33,280		17,14,870	15,85,219	15,262	-	16,00,481	1,47,669	1,29,651
3	Computers	40.00%	3,27,610			3,27,610	3,01,914	7,709	-	3,09,623	17,987	25,695
4	Computer Software	15.00%	-			-	-	-	-	-	-	-
4	Air Conditioner	13.91%	4,59,219			4,59,219	1,72,663	29,895	-	2,02,558	2,56,661	2,86,556
5	Furniture	18.00%	12,16,663			12,16,663	5,01,450	96,554	-	5,98,004	6,18,659	7,15,213
6	Camera	40.00%	19,875			19,875	14,437	1,631	-	16,069	3,806	5,438
7	Land	5.00%	88,84,800			88,84,800	12,34,242	2,86,896	-	15,21,138	73,63,662	76,50,558
			-		-	-	-	-	-	-	-	-
			1,27,05,654	33,280	-	1,27,05,654	38,72,422	4,41,853	-	43,14,276	84,24,658	88,33,232

(Formerly known as TELESYS INFO-INFRA [] LIMITED)
No.1/1, Blackens Road, 3-4, Gokhy Palace, 2nd Floor, Chintadripet, Chennai – 600 002.

S.No	Particulars	Numerator	Denominator	Values (in INR)							
				As at 31st March 2025		Ratio	As at 31st March 2024		Ratio	% of Change	Comments
				Numerator	Denominator		Numerator	Denominator			
1	Debt Equity Ratio	Debt capital (Term Loan, Debenture Bonds)	Shareholders Equity (Total Assets-Outside Liability)	-	33,86,24,417	-	45	38,58,90,530	0.00		
2	Debt Service Coverage Ratio	EBITDA-CAPEX (Earning Before Interest, Taxes, Depreciation and Amortization)	Debt Service (Interest+Principal Repayment)	1,20,86,803	-	#DIV/0!	37,85,504	49	75,612.53		
3	Return on Equity Ratio	Profit for the year	Average Shareholder's Equity (Shareholder's Equity (Btg Btg+Shareholders' Equity Closing Bal)/2)	87,04,376	2,04,66,529	0.43	26,61,882	2,04,66,529	0.13	227.00%	Due to increase in Average shareholder's Equity
4	Inventory Turnover Ratio	COGS (Opening Stock+Purchases-Closing Stock)	Average Inventory (Opening Stock+Closing Stock)/2	33,53,46,853	80,51,025	37.46	38,58,82,585	-	#DIV/0!	#DIV/0!	Due to increase in closing stock
5	Trade Receivables turnover ratio	Net Sales	Average trade receivables (Opening Trade Receivables+ Closing Trade Receivables)/2	34,78,58,540	11,80,86,600	2.95	40,87,11,588	34,32,37,061	1.68	-35.37%	Due to increase in Sales
6	Trade payables turnover ratio	Total Purchases (Pur- Cost + Other Expenses+Closing Inventory - Opening Inventory)	Closing Trade Payables	35,33,68,575	-	#DIV/0!	35,57,17,148	-	#DIV/0!		
6	Net capital turnover ratio	Sales	Working capital (Current Assets-Current Liabilities)	34,78,58,540	37,79,72,230	0.92	40,87,11,588	34,18,81,979	1.18	-32.62%	Due to decrease in Sales
7	Net profit ratio	Net Profit	Sales	87,04,376	34,78,58,540	0.03	26,61,882	40,87,11,588	0.007	282.33%	Due to increase in Net Profit
8	Return on Capital employed	Earnings before interest and tax	Capital Employed (Total Assets-Current Liabilities)	1,18,44,950	33,26,63,175	0.03	30,50,812	38,68,18,789	0.01	275.82%	Due to increase in Net Profit
9	Return on Investment	Net Profit	Investment	87,04,376	-	#DIV/0!	26,61,882	-	#DIV/0!		

M/s. GROARC INDUSTRIES INDIA LIMITED
(Formerly Known as TELESYS INFO-INFRA (I) LIMITED)
No.1/L, Blackers Road, 2-F, Gaithey Palace, 2nd Floor, Chintadripet, Chennai – 600 002.

**NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AND
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2025**

Note - 14. Significant Accounting Policies

a) Basis of preparation of Financial Statements

The financial Statements have been prepared as of a going concern on historical cost convention and on accrual method of accounting in accordance with the generally accepted accounting principles.

Corresponding figures for the previous year have been rearranged and regrouped wherever necessary to conform to the year's presentations, and figures have been rounded off to the nearest thousands.

In the opinion of the Board, in the ordinary course of business the current assets, loans and advances have a value on realization at the amount stated in the Balance Sheet.

b) Property, Plant and Equipment

All Property, Plant and Equipment are valued at Cost less depreciation.

c) Depreciation

Depreciation on Property, Plant and Equipment is provided as per rates prescribed in Schedule II of Companies Act under Written down value method single shift.

Asset Group	Useful life
Furniture and Fixtures	10 years
Office Equipment	5 years
Motor Vehicles	8 years
Heavy lift equipments	15 years
Computers	3 years
Buildings	30 years

d) Borrowing Cost

Borrowing costs (net of income) directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of the assets. Other borrowings costs are recognized as expenses as and when incurred.

e) Revenue Recognition

Revenue/Income and Cost/Expenditure are generally accounted on accrual as they are earned or incurred.

f) Valuation of Investments

Investments are of Long-term nature and carried at Cost.

g) Foreign Currency Income

Foreign Exchange Inward:	Current year	Previous Year
Foreign Exchange Inward	\$00.00	\$ 00.00
In Rupees('000)	6,02,655.78	5,05,346.12

h) Remuneration to Directors

(Amounts in '000)

Particulars	Current Year	Previous Year
Remuneration (in INR)	Rs. 00.00/-	Rs .00.00/-

i) Remuneration to Auditors

Rs. 88.50/

Rs. 88.50/-

j) Expenditure In Respect of Employees :

(i) No. of employees of the Company

Employed throughout the financial

Year who were in receipt of remuneration

NIL

NIL

For the year which in the aggregate were

Not less than Rs.1,02, 00,000/-

(ii) No of Employees of the Company

Employed for a part of the financial Year

who were in receipt of Remuneration for

NIL

NIL

any part of the year which in the aggregate

were not less Than Rs.8,50,000/- per month

k) Advances, Deposits & Creditors

The balances of advances, trade receivables, deposits and trade payables are taken on the basis of book figures in respect of the parties for whom confirmations are not received.

l) Related Parties Transactions

Name of related parties and description of relationship:

S. No.	Key Management Personal	Nature of Relationship
1	Chandran Ganesan	Director
2	J.Rajendhiran	Director

All transactions entered into by the Company with Related Parties during the financial year 2024-25 were in ordinary course of business and on arms length basis. All the Related Party transactions undertaken by the Company were in compliance with section 188 of the Companies Act, 2013.

1. Details of Contracts or Arrangements or Transactions not at Arm's Length basis...
NIL
2. Details of Contracts or Arrangements or Transactions at Arm's Length basis.

(Amounts in '000)

Nature of transaction	Key Management	
	2024-25	2023-24
Remuneration	00.00	00.00

m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is 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 in respect of which reliable estimate can be made. Contingent Liabilities are disclosed, unless the possibility of any outflow in settlement is remote, in the notes on accounts. Contingent Assets are neither recognized nor disclosed.

Outstanding contracts are reviewed at close of the Year and material diminution in value provided for or disclosed as Contingent Liability as appropriate.

n) Taxation: Provision is made for Income Tax liability estimated to arise on the results for the year at the current rate of tax in accordance with the Income Tax Act, 1961. In accordance with the AS-22, Accounting for Taxes on Income, Issued by the Institute of Chartered Accountants of India, and effect from 1st April, 2002 the Company has recognized the deferred tax liability in the accounts, whereby –

- (i) The Net deferred tax liability arising on account of timing differences.
- (ii) Deferred tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax.
- (iii) Deferred Tax assets arising on account of brought forward losses and unabsorbed depreciation are recognized only when there is virtual certainty supported by convincing evidence that such assets will be realized. Deferred tax assets arising on other temporary timing differences are recognized only if there is a reasonable certainty of realization.
- (iv) The Company has adopted Accounting Standard 22 (AS-22) 'Accounting for Taxes on Income' and accordingly the Company has Net Deferred Tax Assets as on 31.03.2025 amounts to Rs. 61.83

o) Lease Accounting:

- Accounting of Operating leases has been done in compliance of AS 19 and the future rent payable in respect of Offices and godowns taken on lease is as under:
- The total of future minimum lease payments under non-cancellable operating leases for each of the following periods:

Rent payable for unexpired lease period as on 31.03.2025

(Amounts in '000)

	Existing Lease Period	
Not later than one year	Later than one year and not later than Five years	Later than five years
Rs. 00.00/-	NIL	NIL

p) Segment Reporting:

Primary: The Company is in the business of Trading of Food Products and operates in a Single segment.

q) Trade Receivables Ageing schedule as on 31.03.2024 amounting to Rs 8,55,29,156 /- and as on 31.03.2023 amounting to Rs. 15,06,48,044/-

Trade Receivables ageing schedule as at 31st March, 2025

(Rs. in '000)

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	31,442.17	49,110.45	4,976.53	-	-	8,55,29.16
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March,2024

(Rs. in '000)

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	-	-	-	-	-	15,06,48.04
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-

(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
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r) Trade Payables Ageing schedule as on 31.03.2025 amounting to Rs. 00.00/- and as on 31.03.2024 amounting to Rs. 00.00/-

Trade Payables ageing schedule: As at 31st March,2025

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	7.79	-	-	7.79
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March 2024

(Rs in '000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	7.79	-	-	7.79
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

s) Financial Ratios

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change	Comments
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.00	0.00	0%	

Debt Service coverage ratio	EBITDA	Debt Service (Int+Principal)	0.00	0.00	0%	
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.43	0.13	277%	Due to increase in Profit
Inventory Turnover Ratio	COGS	Average Inventory	37.46	0	100%	Due to increase in closing stock
Trade Receivables turnover ratio	Net Sales	Average trade receivables	2.95	1.68	75.37%	Due to Decrease in Sales
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses + Closing Inventory-Opening Inventory)	Closing Trade Payables	453.03	507.75	- 10.78%	Due to decrease in Purchases
Net capital turnover ratio	Sales	Working capital (CA-CL)	0.92	1.19	- 22.61%	Due to Decrease in Sales
Net profit ratio	Net Profit	Sales	0.03	0.007	282.33 %	Due to increase in Net Profit
Return on Capital employed	Earnings before interest and tax	Capital Employed	0.03	0.01	275.82 %	Due to increase in Net Profit
Return on investment	Net Profit	Investment	NA	NA	NA	-

t) Employee Benefit

Contribution to Provident Fund is charged to Revenue Account. The company has not met the applicability criteria of Payment for Gratuity Act. Hence no provision is made towards accrual of gratuity liability.

u) Outstanding dues to Micro, Small and Medium Enterprises:

S.No	Particulars	As at March 31,2025	As at March 31,2024
	Amount remaining unpaid to any supplier:		
1	a) Principal Amount	0	0
	b) Interest due thereon	0	0
2	Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount paid to the supplier beyond the appointed day;	0	0
3	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0	0
4	Amount of interest accrued and remaining unpaid	0	0
5	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0	0

The Company has filed initial Return (MSME Form 1) and subsequent returns within due dates.

v) Earnings per share (EPS):

The numerators and denominators used to calculate Basic and Diluted Earnings per share.

(Amounts in '000)

Particulars		2024-2025	2023-2024
Profit attributable to the Shareholders	A	2,661.8	2,661.8

Basic / Weighted average number of Equity Shares outstanding during the year	B	20,466.5	20,466.5
Nominal value of Equity Shares		10.00	10.00
Basic / Diluted Earnings per share	A/B	0.43	

- w) The Corporate Social Responsibility is not applicable to the company for the year ended 31.03.2025.

The company had spent Rs Nil towards the CSR activities during the current year.

(Amounts in '000)

CSR Expenditure incurred u/s 135 of the Companies Act, 2013

Particulars	31-Mar-2025 In Rs	31-Mar-2024 In Rs
a. Gross amount required to be spent during the year	-	-
b. Amount brought forward from Previous years	-	-
c. Amount spent during the year on	-	-
(i) Construction/Acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	-
- Swatch Bharat Kosh	-	-
- Medical facilities	-	-
d. Amount yet to be spent	-	-
e. Details of related party transactions	-	-
f. Provision made with respect to a liability incurred by entering into a contractual obligation,	-	-

- x) Confirmation of balances with whom the Company has had transactions have not been obtained in many cases.

- y) In respect of the parties from whom confirmations are not received, the book balance is taken to be correct.

z) Significant Events after the Reporting Period

There were no significant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

aa) Other Statutory information

- a. The Company did not have any benami property, and no proceeding has been initiated against the Company for holding any benami property

- b. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- c. The Company did not have any transactions with companies struck off.
- d. The Company has not traded or invested in crypto currency or virtual currency during the financial year
- e. The Company has not advanced or loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- f. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- g. The Company did not have not any such transaction which is not recorded in the books of accounts 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)
- h. The Company has not declared willful defaulter by any banks or any other financial institution at any time during the financial year
- i. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- j. The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2023.
- k. The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- l. During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties
- m. The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties
- n. There are no securities granted in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable
- o. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable.
- p. No funds raised on short-term basis have been used for long-term purposes by the Company
- q. The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments)
- r. The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit
- s. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013

- t. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors
- u. The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company.
- v. The Company has not conducted any Non Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- w. The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India.
- x. Title deeds of the immovable properties are held in the name of the company
- y. The company does not satisfy the criteria laid down under Section 135 of the Companies Act, 2013.

bb) Paise have been rounded off to nearest rupee.

cc) Previous year's figures have been regrouped and reclassified wherever necessary.

dd) Other requirement of Schedule III of the Companies Act 2013 is not applicable as the Company is in the business of Trading of Food Products.

For and on behalf of the Board

As per our report of even date attached

For Venkat and Rangaa LLP

Chartered Accountants

LLPIN: AAK-5672

Sd/-

Chandran Ganesan
JAIN

Director

DIN - 08166461

Sd/-

VIJAYARAJ JAIN HEERACHAND

Director

DIN - 01319086

S. Mohan Raajan

Partner

Membership No. 206393

Sd/-

Thilagam
CFO

Place : Chennai

Date : 19.05.2025

Sd/-

Priyanka Kumawat
Company Secretary