September 01, 2026

The National Stock Exchange of India
Listing & Compliance Department
Exchange Plaza" Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
(Scrip Code – SHIVAMAUTO)

The BSE Limited
Listing & Compliance Department
Phiroje Jeejeebhoy Towers Dalal Street
Fort, Mumbai – 400 001
(Scrip Code – 532776)

Sub: Annual Report and Notice of 21st Annual General Meeting of Shivam Autotech Limited ("the Company") for the Financial Year 2025-26

Ref: Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is to inform you that the 21st Annual General Meeting ("AGM") of the company is scheduled to be held on Friday September 25, 2026, at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with applicable provisions of the Companies Act, 2013 read with rules made thereunder ("Act"), The Securities Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, and relevant circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI.

Pursuant to Regulation 34(1) of the Listing Regulations, we are enclosing herewith the following:

1. Notice Convening the 21st AGM of the Company ("Notice") and;
2. Annual Report of the company for the Financial Year ended March 31, 2026 ("Annual Report").

The Notice and Annual Report are being sent through electronic mode to the members of the Company whose names appear in the register of members/ list of beneficial owners as on Friday, August 21, 2026 and whose e-mail addresses are registered with the Company/ registrar and share transfer agent/ depositories/ depository participants.

The Board has appointed National Securities Depository Limited ("NSDL") as the e-voting agency. Members of the Company holding shares in demat or physical form as on Friday, September 18, 2026 ("Cut-off date") are entitled to cast their vote on the resolutions as set out in the Notice by electronic means, through remote e-voting facility which shall commence on Tuesday, September 22, 2026 at 9:00 A.M. (IST) and end on Thursday, September 24, 2026 at 5:00 P.M. (IST) or through e-voting at the AGM.

The Notice convening the AGM along with the Annual Report are uploaded on the Company's website at www.shivamautotech.com and on the website of NSDL www.evoting.nsdl.com.

Thanking you,
Yours faithfully,

For Shivam Autotech Limited

MEHVISH
Digitally signed by MEHVISH
Date: 2026.09.01 18:38:40 +05'30'

Mehvish
Company Secretary & Compliance Officer

SHIVAM AUTOTECH LIMITED

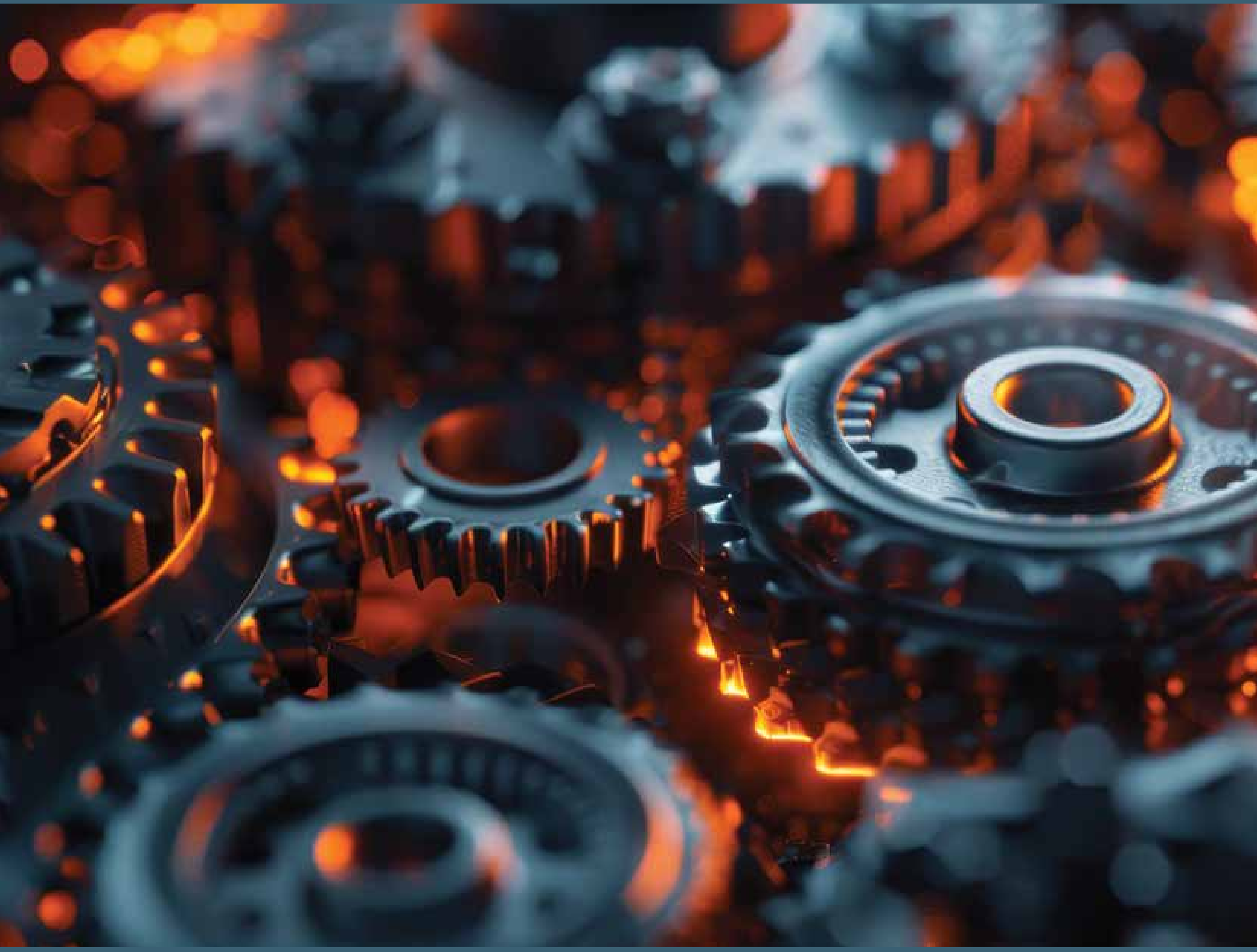
SHIVAM AUTOTECH LTD

ANNUAL REPORT

2025-26

+0124 - 4698 700 www.shivamautotech.com info@shivamautotech.com

Annual Report 2025-26

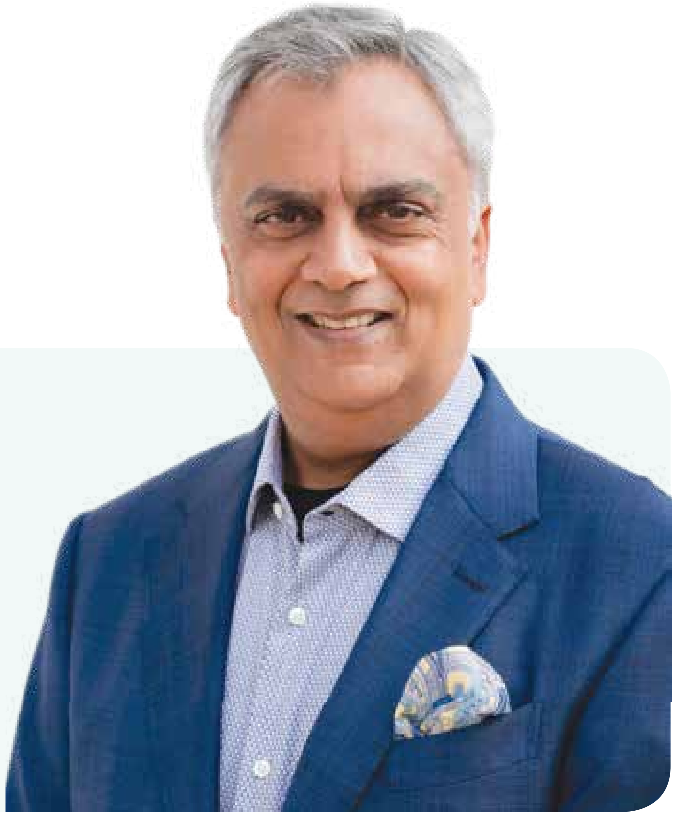


LEADING MANUFACTURER OF

Transmission, Gears, Shafts & Precision Engineering Components

Contents

Message From The Managing Director



The impact of improved operational momentum represents the initial phase of our recovery, they reinforce our confidence that the strategic actions undertaken during the year are moving the Company in the right direction.

Dear Shareholders,

FY2025–26 was a year of resilience and transition for Shivam Autotech Limited. While the Indian automotive industry continued to benefit from healthy domestic demand, increasing localisation and long-term opportunities across conventional and emerging mobility segments, manufacturers operated in an increasingly complex environment shaped by geopolitical conflicts, evolving trade policies, supply chain disruptions and commodity price volatility. Against this backdrop, Shivam Autotech reported revenue of ₹409.58 crore compared to ₹453.98 crore in the previous financial year. The Company's financial performance reflects the operational and liquidity constraints experienced during much of the year. At the same time, the actions undertaken to address these challenges have laid the foundation for recovery and future growth.

The principal challenge during the year was constrained liquidity and limited working capital availability. These constraints affected procurement, inventory levels, production planning and our ability to fully capitalise on customer demand. Although customer demand across key business segments remained relatively stable, limited working capital restricted our ability to execute production schedules and onboard new business opportunities at the pace originally envisaged.

The operating environment further intensified these challenges. Geopolitical developments, tariff-related uncertainties and supply chain disruptions resulted in higher raw material and tooling costs, longer procurement cycles and increased volatility across the manufacturing value chain. At the same time, inflationary pressures on power and manpower costs, together with the implementation of the revised wage code, further increased the Company's operating cost base. Despite these headwinds, we remained focused on honouring customer commitments, maintaining business continuity and preserving the Company's long-term competitiveness.

We remained actively engaged with lenders, investors and other stakeholders throughout the year to secure the necessary financial support to restore operational stability. Meaningful liquidity was received only in **December 2025**, by which time nearly three-fourth of the financial year had elapsed. Consequently, while the corrective actions initiated by the Company began yielding results towards the end of the year, their financial impact could only be partially reflected in FY 2025–26.

The impact of the improved liquidity began to translate into improved operational momentum. Initial signs of recovery were evident during the fourth quarter, with revenue increasing **13.7% quarter-on-quarter to ₹ 109.43 crore** and EBITDA more than doubling from **₹ 5.05 crore in Q3 to ₹ 11.16 crore in Q4**, reflecting a **120% quarter-on-quarter increase**.

While these improvements represent only the initial

Our priorities for FY2026–27 are clear: restoring profitable growth, improving operational performance, improving asset utilisation, strengthening cash generation, reducing leverage, expanding our presence in high-growth product categories and delivering sustainable value for all stakeholders.

phase of our recovery, they reinforce our confidence that the strategic actions undertaken during the year are moving the Company in the right direction. The operational momentum established in the fourth quarter provides a stronger foundation as we enter FY2026–27.

Even while operating under significant financial constraints, we remained committed to investing in the future of the business. The Company continued to pursue new product development, customer qualification programmes and manufacturing capability enhancement, recognising that sustained investment during challenging periods is essential to maintaining long-term competitiveness and securing future growth opportunities.

During the year, we continued to expand our presence across high-growth product segments, particularly steering components, aluminium products and adjacent mobility applications, while deepening our engagement with existing OEM and Tier-1 customers and strengthening our pipeline of new business opportunities. Our diversified product portfolio today serves passenger vehicles, commercial vehicles, tractors, construction equipment, renewable energy applications, electric three-wheelers and select non-automotive industrial sectors.

One of Shivam Autotech's key strengths is its established manufacturing footprint and engineering capability. Having already invested significantly in manufacturing infrastructure, the Company is well positioned to support cross-platform programmes across internal combustion, hybrid and electric vehicle applications with limited incremental capital expenditure. This provides a scalable platform to support future growth while responding efficiently to evolving customer requirements.

Strengthening the Company's balance sheet has remained a key priority. Subsequent to the close of the financial year, the Company has initiated a Rights Issue to strengthen its balance sheet by augmenting working capital, reducing leverage and restoring financial flexibility. As part of the Rights Issue, the unsecured loan extended by the Promoter will be converted into equity, further strengthening the Company's capital structure and reducing its financial obligations. The proposed capital infusion will restore the Company's net worth to a positive position and provide a stronger financial foundation to support customer growth programmes, improve procurement efficiencies and pursue future opportunities with disciplined capital allocation.

Alongside strengthening our financial position, sustainability continues to remain integral to our business strategy. We remain committed to responsible manufacturing through improved energy efficiency, resource optimisation, waste reduction and strong governance practices. As customer expectations and regulatory requirements continue to evolve, we view sustainability not merely as a compliance requirement but as an important driver of operational excellence, competitiveness and long-term value creation.

Looking ahead, we remain optimistic about the opportunities before us. Increasing localisation, expanding export opportunities, growing demand for precision-engineered components and the continued evolution of electric mobility present significant opportunities for the Company. Supported by a stronger balance sheet, improved operational momentum, an expanding presence in high-value product segments, a diversified customer base and well-established manufacturing capabilities, Shivam Autotech is well positioned to participate in the next phase of industry growth.

While FY2025–26 was undoubtedly a challenging year, it also marked an important inflection point in the Company's turnaround journey and laid the foundation for a stronger and more resilient future.

I would like to express my sincere gratitude to our customers, suppliers, lenders, investors, the Board of Directors and every member of the Shivam Autotech family for their continued trust, resilience and commitment. Their unwavering support has been instrumental in helping the Company navigate a challenging period while positioning the Company for sustainable long-term growth.

Thank you for your continued trust and support.

Neeraj Munjal
Managing Director

About The Company

Shivam Autotech Limited, is one of the largest and most renowned manufacturers of transmission gears and shafts in India. The company has been serving a large number of automobile manufacturers as their strategic and supply chain partners for the past 20 years. Since inception, the Company has undergone a multi-phased development and evolution journey.

Being an integral part of the 'Make In India' initiative of the government, we see ourselves as a global manufacturing solution in the auto component segment, and on this note we are proud to mention that apart from 2 wheeler components, we diversified our manufacturing into various verticals and have developed and customized products for automobiles, off road vehicles, aerospace and initiated exports too.

Headquartered in Gurugram, Haryana, the company at present employs 3000+ people and qualifies its capabilities to grow and sustain in the fast changing auto component business environment.

The Company's principles: Respect, Integrity, Passion, and Excellence, form the core of its strong foundation and commitment. Being a Munjal Group entity, these principles act like the guiding light that have enabled the Company to widen its spectrum of offerings.

The Company strives to build a high-performance organization supported by the trust of all stakeholders and envisions strengthening its presence by solidifying its global footprints.

With experience and expertise par excellence, the company values its customers by delivering value for money both in the national and international auto component markets. Being a leader within the industry having profound experience of two decades, the company manufactures a comprehensive range of auto components and accessories that primarily include transmission gears, transmission shafts, alternator components, starter motor components, magneto components, steering components and various precision engineering components.

Today, the company's infrastructure spans pan India across 4 strategic locations including Gurgaon, Haridwar, Bengaluru and Rohtak. An IATF 16949, ISO 45001 & ISO 14001 Certified Company, Shivam Autotech's Unique Selling Proposition lies in the fact that it is among the very few auto component manufacturers in the country today that makes use of the Near Net Shape Technology for Cold and Warm Forging.

Shivam Autotech Limited employs a stringent quality policy that includes practices like 5S, Kaizen and Poka Yoke as an intrinsic part of its work culture. With robust in-house design and R&D capabilities and continuous collaboration with worldwide manufacturing leaders who are technologically advanced, we have been able to build capacities and capabilities to create indigenous customized products to meet our customer's need.

All these unique attributes not only set the company apart in India, but also bring an international recognition to it.

Manufacturing Locations

Bangalore

Binola

Haridwar

Rohtak

Business Verticals

Automotive

Non-Automotive

Product Applications

Two Wheeler Segment

Transmission Gears and Shafts

Three Wheeler Segment

E-Rickshaw Axle

Commercial Vehicle Segment

Shafts and Pinions

Product
Applications

Non-Automotive

Power Tool Components

Industrial and Wind Turbine Gears

Aerospace Components

Aluminium Forged and Machine Components

Four Wheeler Segment

Electronic Power Steering Components

Diesel Injection System Components

Starter Motor and Alternator Components

Awards & Certificates

Our Customers

Hero	MARUTI SUZUKI	Mando
DENSO	SEG AUTOMOTIVE	BOSCH
ZF	HILTI	Bonfiglioli
MUNJAL SHOWA	EXEDY	Mahindra SWARAJ
MITSUBA	nexteer AUTOMOTIVE	PRECISION
PSA GROUPE	VE COMMERCIAL VEHICLES A VOLVO GROUP AND EICHER MOTORS JOINT VENTURE	F.C.C. CLUTCH TECHNOLOGY
	RICO RICO AUTO INDUSTRIES LIMITED	

CORPORATE

Information

CHAIRMAN
Shri Yogesh Chander Munjal, Non-Executive Director

MANAGING DIRECTOR
Mr. Neeraj Munjal

DIRECTORS
Mrs. Charu Munjal, Executive Director
Dr. Anil Kumar Gupta, Independent Director
Mr. Sunil Chinubhai Vakil, Independent Director
Dr. Neetika Batra, Independent Director

CHIEF FINANCIAL OFFICER
Mr. Devendra Kumar Goyal

COMPANY SECRETARY & COMPLIANCE OFFICER
Ms. Mehvish

STATUTORY AUDITORS
M/s. NSBP & Co.,
Chartered Accountants,
New Delhi
Firm Registration No. 001075N

INTERNAL AUDITORS
M/s. JHS & Associates LLP
(Formerly known as N. Kochhar & Co.,)
Chartered Accountants,
New Delhi
LLP Registration No. 133288W/W100099

SECRETARIAL AUDITORS
M/s. Yogesh K & Associates
Company Secretaries
New Delhi
COP No. 23576
ACS No. 60866

BANKERS
IDFC First Bank Limited

REGISTERED OFFICE
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector – 61, Golf Course Extension Road,
Gurugram, Haryana – 122102

BINOLA PLANT
58th Km. Stone, Delhi-Jaipur Highway
Village: Binola-122413, Distt. Gurugram, Haryana

HARIDWAR PLANT
Plot No. 3, Industrial Park-II, Phase-1,
Village Salempur Mehdood,
District Haridwar, Uttarakhand-249402

BANGALORE PLANT
Plot No. 98, Vemmangal Industrial Area
Kolar - 563101, Karnataka

ROHTAK PLANT
Plot No. 9, Sector 30A, IMT Manesar
District Rohtak -124001, Haryana

REGISTRAR & TRANSFER AGENT
M/s. MCS Share Transfer Agent Limited
179-180, 3rd Floor, DSIDC Shed,
Okhla Industrial Area
New Delhi-110 020

NOTICE

Notice is hereby given that the **21st Annual General Meeting (AGM)** of the Members of **SHIVAM AUTOTECH LIMITED ('the Company")** will be held on ***Friday, the 25th day of September, 2026*** at **12:00 Noon (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at 10, 1st Floor, Tower A, Emaar Digital Greens, Sector – 61, Golf Course Extension Road, Gurugram, Haryana – 122102 shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following businesses:

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, and in this regard to consider and if deemed t, to pass with or without modication(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements including Balance Sheet as at March 31, 2026 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with the reports of the Board of Director's and Auditor's thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Yogesh Chander Munjal (DIN: 00003491), Non- Executive Non-Independent Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, and in this regard to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yogesh Chander Munjal (DIN: 00003491), Non- Executive Non- Independent Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

B. SPECIAL BUSINESS

3. To consider and approve increase in Authorized Share Capital of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statuary modification or re-enactment thereof for the time being in force), Articles of Association, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the company from **₹ 44,00,00,000/- (Rupees Forty-Four Crores only)** divided into 22,00,00,000 (Twenty-Two Crore) equity shares of ₹ 2/- (Rupees Two) each to ₹ **55,00,00,000 (Rupees Fifty-Five Crores only)** divided into 27,50,00,000 (Twenty-Seven Crores Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two) each ranking *pari-passu* with the existing equity shares in the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of the existing Clause V of the Memorandum of Association of the Company and the same be and is hereby substituted with the following as new Clause V:

"The Authorized Share Capital of the Company is ₹ 55,00,00,000 (Rupees Fifty-Five Crores only) divided into 27,50,00,000 (Twenty-Seven Crores Fifty Lakhs) Equity shares of ₹ 2/- (Rupees Two) each."

RESOLVED FURTHER THAT Mr. Neeraj Munjal, Managing Director, Mr. Devendra Kumar Goyal, Chief Financial Officer and Ms. Mehvish, Company Secretary of the Company be and are hereby severally authorized to file prescribed Form(s) along with the copy of altered Memorandum of Association within the prescribed time to Registrar of Company along with the fee as provided in the Companies (Registration of offices and fees) Rules, 2014 or to any such other regulatory authority as the case may be and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

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

By Order of the Board of Directors
For Shivam Autotech Limited

Sd/-
Mehvish
Company Secretary
Membership No. 77290

Place: Gurugram
Date: August 13, 2026

Registered Office:
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector – 61, Golf Course Extension Road,
Gurugram, Haryana - 122102
CIN: L34300HR2005PLC081531
e-mail: info@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 124 4698700 Fax: +91 124 4698798

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business under Item No. 3 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other related circulars including the latest being General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars'), had permitted to hold AGM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and aforesaid MCA Circulars, 21st AGM of the Company is being held through VC/OAVM facility without the physical presence of members at a common venue.
3. The deemed venue for AGM shall be the Registered Office of the Company.
4. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and MCA Circulars.
5. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Directors seeking appointment/re-appointment at this AGM, forms an integral part of this Notice.
6. The Company has provided the facility to Members to exercise their right to vote by electronic means through remote e-Voting and e-Voting during the AGM. The procedure and instructions for remote e-Voting and joining the AGM through VC/OAVM are provided separately in this Notice.
7. Members joining the meeting through VC, who have not already cast their vote by means of Remote E-Voting will be able to exercise their right to vote through E-Voting at the AGM. The Members who have cast their vote by Remote E-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
8. The Company has appointed Mr. Yogesh kumar, Proprietor of M/s Yogesh K & Associates, Practicing Company Secretaries, (C.P. No. 23576 and ACS 60866), as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
9. Pursuant to Section 113 of the Act, members of the Company under the category of Institutional Investors/ Corporate members are encouraged to attend and vote at the AGM through VC. Corporate members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a certified copy (PDF/JPG Format) of its Board or governing body resolution/Authorization letter etc., to the Scrutinizer by email through its registered email address at ypaandcompany@gmail.com with a copy marked to evoting@nsdl.com and cs@shivamautotech.com, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or through e-voting at the AGM.
10. 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 Registrars and Transfer Agents, MCS Share Transfer Agents Limited ("RTA") for assistance in this regard.
11. SEBI has mandated 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 their DPs. Members holding shares in physical form are required to submit their PAN details to the RTA.

12. The scrutinizer shall immediately after the conclusion of e-voting at the Annual General Meeting, first download the votes cast during the AGM, and thereafter unblock the votes cast through remote e-voting and shall make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report then shall be furnished to the Chairman of the Company or a person duly authorised by him within 48 hours of conclusion of the Annual General Meeting, who shall then countersign the same and declare the result of the voting forthwith.

13. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.shivamautotech.com and on the website of NSDL immediately after the declaration of the result by the Chairman and the person authorized by him and the same will also be communicated to BSE Ltd. and the National Stock Exchange of India Limited (NSE) within 2 working days from the conclusion of the 21st AGM .

14. The scrutinizer's decision on the validity of e-voting shall be final and binding.

15. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Moreover, to avail online services, the security holders can register mobile number and e-mail ID. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:

    a) PAN, KYC details and nomination;

    b) Particulars of bank account or change in their address, for receiving dividend directly in their account through electronic mode or through a physical instrument; and

    c) E-mail address to receive communication through electronic means, including Integrated Annual Report and Notice and other communications. The said Form is available on Company's website at www.shivamautotech.com.

16. 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.

17. Members are requested to direct notifications about changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, a scanned copy of the cancelled cheque bearing the name of the first member etc., to their DPs in case the shares are held by them in electronic form and to RTA at email address admin@mcsregistrars.com in case the shares are held by them in physical form.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio to facilitate better service. A consolidated share certificate will be issued to such Members after making requisite changes.

19. Members are requested to file the nomination form with their respective DPs in case the shares are held by them in electronic form and to RTA at email address admin@mcsregistrars.com in case the shares are held in physical form.

20. All documents referred to in the Notice and explanatory statement and Statutory Registers i.e. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act, will be available for inspection in electronic mode from the date of circulation of this Notice upto the date of AGM and will also be available for inspection during the AGM. Members may request the same by sending an email at cs@shivamautotech.com from their registered email addresses.

21. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.shivamautotech.com, websites of the Stock Exchanges i.e. The BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

22. We urge members to support the 'Green Initiative' by choosing to receive the Company's communication through e-mail. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA by sending a scan copy of a signed request letter mentioning your Folio No., Name of shareholder, complete address, e-mail address to be registered along with scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) with subject as **"Shivam Autotech Limited – Member Email ID"** at

admin@mcsregistrars.com or at Company's e-mail ID: cs@shivamautotech.com in case the shares are held by them in physical form.

23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write the company at cs@shivamautotech.com at least seven days before AGM from their registered email address mentioning their name, DP ID Client ID / Folio no. and mobile number to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the accounts are requested to write to the Company at cs@shivamautotech.com.

25. The AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, therefore physical attendance of Members has been dispensed with, accordingly the facility for appointment of proxy(ies) by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

26. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), the Circulars issued by the MCA dated April 08, 2020, April 13, 2020 and May 05, 2020, and in terms of SEBI Circular dated December 9, 2020 in relation to e-voting facility provided by listed entities, 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 National Securities Depository Limited (NSDL) 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 NSDL.

27. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shivamautotech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

28. Members are requested to note that pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') read with relevant circulars and amendments thereto, amount of dividend which remains unpaid/unclaimed for a period of seven years from the date of transfer to the Company's unpaid dividend account and corresponding shares on which the dividend remains unclaimed for seven consecutive years or more are required to be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government.

    The Company has already sent reminders to Members having unpaid/unclaimed dividends and shares before transfer of such dividend or shares to IEPF.

    Special window for re-lodgement of physical share transfer requests: Pursuant to SEBI Circular dated HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, members who have executed transfer deed(s) in respect of physical securities sold/purchased prior to April 1, 2019, and where the original security certificate is available, including cases of fresh lodgement or where earlier requests were rejected, returned or not attended due to deficiencies, have been provided a special window till February 4, 2027, to lodge/re-lodge their transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

29. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Members who have any grievance/ complaints are requested to write to cs@shivamautotech.com . If the member is not satisfed with the response a complaint can be lodged on SCORES – SEBI portal. However, post exhausting of all the options to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at www.shivamautotech.com.

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

1. The remote e-voting period begins on **Tuesday, September 22, 2026 at 09:00 A.M. and ends on Thursday, September 24, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

2. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date **(cut-off date) i.e. Friday, September 18, 2026,** may cast their vote electronically.

3. The voting right of shareholders shall be 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 cut-off date should treat this Notice for information purpose only.

4. In case a person becomes a member of the Company after dispatch of the Notice of the 21st AGM and is a member as on the cut-off date for e-voting, i.e. **Friday, September 18, 2026**, such person may obtain the User ID and Password from NSDL by e-mail request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Members 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.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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

Type of shareholders	Login Method
	4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"

(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ypaandcompany@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 48867000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address at evoting@nsdl.com.

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 cs@shivamautotech.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 cs@shivamautotech.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 evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members 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 7 days prior to the meeting mentioning their name, demat account number/folio number, email ID, mobile number at cs@shivamautotech.com. The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id and mobile number at cs@shivamautotech.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for the smooth conduct of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By Order of the Board of Directors
For Shivam Autotech Limited

Sd/-
Mehvish
Company Secretary &
Compliance Officer
Membership No. 77290

Place: Gurugram
Date: August 13, 2026

Registered Office:
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector – 61, Golf Course Extension Road,
Gurugram, Haryana - 122102
CIN: L34300HR2005PLC081531
e-mail: info@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 124 4698700 Fax: +91 124 4698798

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) Of The Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Item No. 3

The present Authorised Share Capital of the Company is ₹ 44,00,00,000/- (Rupees Forty-Four Crores only) divided into 22,00,00,000 (Twenty-Two Crore) equity shares of ₹ 2/- (Rupees Two) each and the Paid up Share Capital of the Company is ₹ 26,29,90,438/- (Rupees Twenty-Six Crores Twenty-Nine Lakhs Ninety Thousand Four Hundred Thirty-Eight only) comprising of 13,14,95,219 (Thirteen Crores Fourteen Lakhs Ninety-Five Thousand Two Hundred Nineteen) Equity Shares of ₹ 2/- each. The Board of Directors, at its meeting held on July 01, 2026 approved the raising of funds through the issuance of Equity Shares by way of a Rights Issue.

In this regard, the Board of Directors, at its meeting held August 13, 2026, has accorded its approval for increasing the Authorised Share Capital from ₹ 44,00,00,000/- (Rupees Forty-Four Crores only) divided into 22,00,00,000 (Twenty-Two Crore) equity shares of ₹ 2/- (Rupees Two) each to ₹ 55,00,00,000 (Rupees Fifty-Five Crores only) divided into 27,50,00,000 (Rupees Twenty-Seven Crores Fifty Lakhs) equity shares of ₹ 2/- (Rupees Two) each ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company and subject to member's approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association.

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

The Board accordingly recommends the Ordinary resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members by way of Ordinary Resolution.

Annexure – A

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

Name of Director	Mr. Yogesh Chander Munjal
DIN	00003491
Designation	Non- Executive, Non-Independent Director
Age	86
Date of first Appointment on the Board	25-May-2023
Qualification	B. Arch.
Experience in Specific functional areas	62 years of experience in the field of engineering industry, investment, finance and auto component.
Remuneration proposed to be paid	Nil
Terms and Conditions of appointment/re-appointment	Non-Executive Directors do not draw any remuneration from the Company, except for sitting fees for attending meetings of the Board of Directors and its Committees, as may be determined by the Board of Directors from time to time. However, Mr. Yogesh Chander Munjal does not draw any sitting fees.
Relationship with other Directors/Key managerial Personnel (if any)	Father of Mr. Neeraj Munjal (Managing director) and Father in Law of Mrs. Charu Munjal (Whole Time Director) of the Company
Board Membership of Listed Companies as on March 31, 2026	Munjal Show Limited
Membership/ Chairmanship of Committees of the Boards as on 31st March, 2026	**M/s Shivam Autotech Limited** • Audit Committee • Nomination and remuneration committee • Stakeholders Relationship Committee **M/s Munjal Showa Limited** • Nomination and remuneration committee • Stakeholders Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee
No. of Board Meetings attended during the year	Eight (8)
No of Shares held	Nil

BOARD'S

Report

Dear Members,

Your Directors are delighted to present before you, the 21st Board Report on the business and operations of Shivam Autotech Limited **("the Company")** together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026.

Financial Highlights

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

₹ In Lakhs

Particulars	Year Ended	
	March 31, 2026	March 31 ,2025
Revenue from Operation	40,957.97	45,398.28
Other Income	244.55	250.42
Total income	**41,202.52**	**45,648.70**
Expenses		
(a) Cost of materials consumed	14,536.91	16,915.91
(b) Changes in inventories of finished goods and work in progress	350.96	(627.79)
(c) Consumption of stores & spares	3,334.48	4,152.88
(d) Employee benefits expense	5,457.67	5,706.46
(e) Depreciation and amortization expenses	3,596.66	3,317.90
(f) Job work charges	1,810.73	2,093.13
(g) Finance Cost	6,792.05	5,940.62
(h) Other expenses	12,287.23	12,716.77
Total expenses	**48,166.69**	**50,215.88**
Profit / (Loss) before exceptional items and taxes	**(6,964.17)**	**(4,567.18)**
Total Exceptional Items	288.42	-
Profit / (Loss) after exceptional items and before tax	**(7,252.59)**	**(4,567.18)**
Total Tax Expense	880.57	237.01
Net Profit / (Loss) after tax for the period	**(8,133.16)**	**(4,804.19)**
Other Comprehensive Income	(72.11)	(63.84)
Total comprehensive income / (Loss) for the period	**(8,205.27)**	**(4,740.35)**
Earning per Share (Basic) (in INR)	(6.19)	(3.89)
Earning per Share (Diluted) (in INR)	(6.19)	(3.89)

State of Company's Affairs and Future Outlook

During the financial year 2025-26, revenue from operations was ₹ 40,957.97/- Lakhs as compared to ₹ 45,398.28/- Lakhs in 2024-25.

FY 2025-26 was a challenging year for the Company, primarily on account of working capital constraints that impacted production capacity and business volumes, resulting in a decline in sales turnover. Despite these challenges, the Company remained focused on maintaining customer commitments, operational continuity and long-term business development initiatives.

Business Overview

With improved financial flexibility, the Company is entering FY 2026-27 with a renewed focus on optimizing manufacturing capacity and improving operational efficiencies. The Company currently is focused on fulfilling existing customer commitments while simultaneously pursuing additional business opportunities from both existing and new customers. Efforts undertaken towards new product development are expected to support future revenue growth and strengthen the Company's market position.

As part of its long-term growth strategy, the Company continues to diversify its business beyond the automotive sector. In addition to its core automotive component business, the Company is actively exploring opportunities in Industrial Components, Renewable Energy Equipment Components, Power Sector Components, Construction Tool Components and Railways. These sectors offer significant potential to leverage the Company's manufacturing capabilities, engineering expertise and precision machining strengths while creating a more balanced revenue portfolio.

The Company also sees growing opportunities in export markets. The depreciation of the Indian Rupee, coupled with the increasing global focus on developing alternate and resilient supply chains, has enhanced the competitiveness of indian manufacturers in international markets. The Company continues to evaluate opportunities to expand its export footprint and strengthen relationships with global customers.

Supported by its established manufacturing capabilities, customer relationships, ongoing product development initiatives and market diversification strategy, the Company believes it is well positioned to capitalize on opportunities in both domestic and international markets and create sustainable long-term value for its stakeholders.

Dividend

The Company has not earned any profit during the financial year ended March 31, 2026, and does not have accumulated profits or free reserves available for distribution. Accordingly, the Board of Directors has not recommended any dividend for the financial year 2025–26.

Transfer to General Reserve

During the year under review, the Company has not transferred any amount to General Reserves.

Share Capital

During the year under review, the Issued, Subscribed and Paid-up Equity Share Capital as on March 31, 2026 as-

(In Lakhs)

Authorised Share Capital	As at March 31, 2026	As at March 31, 2025
22,00,00,000 Equity Shares of ₹ 2 /- each	4400.00	4400.00
Issued, Subscribed and Fully Paid Up		
13,14,95,219 Equity Shares of ₹ 2/- each	2629.90	2629.90
Total	**2629.90**	**2629.90**

During the year there being no change in the authorised and paid-up share capital of the company.

Material Changes Affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

Your Company was able to raise the short-term/long term funds needed for its working capital related requirements at reasonable rates. The Company continues to focus on judicious management of its working capital.

Particulars of Loan, Guarantees and Investments under Section 186 of the Act

The Company has neither given any loans/guarantees / provided security nor have any investments been made by the Company under the provision of Section 186 of the Act.

Particulars of Contracts or Arrangements with Related Parties

All contracts /arrangements/transactions entered by the Company during the financial year with the related parties were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Hence, requirement of Form AOC-2 as required under Section 188(1) of the Act is not applicable to the Company.

All related party transactions are placed before the Audit Committee for its approval. During the year under review, the Audit Committee approved transactions through the omnibus mode in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company had not entered into any contracts /arrangements/transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Suitable disclosure as required by the IND AS 24 has been made in the notes to the Financial Statements.

Transfer to Investor Education and Protection Fund

During the Financial Year under review, your Company has not required to transferred unpaid/ unclaimed dividend, to the Investor Education and Protection Fund (IEPF) of the Central Government of India.

Holding Company

The promoters of the Company i.e. Dayanand Munjal Investments Private Limited **(DMIPL)** hold 9,14,17,272 Equity Shares of ₹ 2/- each which represents 69.52% of the paid up equity capital of the Company.

Your company continues to be a subsidiary company of DMIPL.

Subsidiary Companies, Joint Ventures or Associate Companies

The Company neither has any subsidiaries, joint ventures or associate companies nor any company have become or ceased to be its subsidiaries, joint ventures or associate companies during the year under review.

Deposits

During the year, the Company has not accepted any deposit.

Board of Directors

a) Meeting of Board of Directors

During the Financial Year 2025-26, 8 meetings of the Board of Directors of the Company were held on 12th May, 2025, 8th August, 2025, 14th August, 2025, 21st October, 2025, 12th November, 2025, 26th November, 2025, 29th November, 2025 and 4th February, 2026. It is confirmed that the gap between two consecutive meetings was not more than one hundred and twenty days as provided in Section 173 of the Act.

Detailed attendance records for all the Board meetings are available in the Corporate Governance Report, ***(Annexure-A)*** which forms part of this Annual Report.

b) Appointment/re-appointment of Directors

Mr. Yogesh Chander Munjal, (DIN: 00003491) Non- Executive, Non- Independent Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. A resolution seeking shareholders' approval for her re-appointment forms part of the Notice.

The notice convening the meeting sets out the details of his re-appointment.

c) Changes in Directors and Key Managerial Personnel

During the year under review and upto the date of this report, the following are the changes in Directors and Key Managerial Personnel of the Company:

i) Mr. Neeraj Munjal (DIN: 00037792), re-appointed as Managing Director w.e.f. 14.08.2025.

ii) Continuation of the directorship of Mr. Anil Kumar Gupta (DIN: 02643623) as an Independent Director beyond age of 75 years w.e.f. 14.08.2025.

iii) Mr. Shakti Kant Mahana, Company Secretary and the Compliance Officer resigned w.e.f. 23.06.2026

iv) Ms. Mehvish, appointed as Company Secretary and the Compliance Officer w.e.f. 01.07.2026.

None of the aforesaid Directors are disqualified under Section 164(2) of the Companies Act 2013. Further, they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority as required under the Circular dated 20th June, 2018 issued by The BSE Limited **("BSE")** and The National Stock Exchange of India Limited **("NSE")**.

d) Key Managerial Personnel

As on the date of this report, the following are Key Managerial Personnel (**"KMPs"**) of the Company as per Sections 2(51) and 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Neeraj Munjal (DIN: 00037792), Managing Director
2. Mrs. Charu Munjal, (DIN: 03094545), Whole Time Director
3. Mr. Devendra Kumar Goyal, Chief Financial Officer
4. Ms. Mehvish, Company Secretary & Compliance Officer*

**Mr. Shakti Kant Mahana has tendered his resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. the close of business hours on 23.06.2026.*

Ms. Mehvish has been appointed in place of Mr. Shakti Kant Mahana as Company Secretary and Compliance Officer of the company w.e.f. Board Meeting held on 01.07.2026.

e) **Committees of the Board**

As required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted the following statutory committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

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, ***(Annexure-A)*** which forms part of this Annual Report.

f) **Declaration by Independent Director**

The Company has received necessary declaration from all Independent Directors under Section 149 (7) of the Act and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that they meet the criteria of Independence laid down in Section 149(6) Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

g) **Board Evaluation**

The Board of Directors carried out an annual evaluation of its own performance, Board Committees, and Individual Directors in accordance with the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Governance Guidelines. The Nomination and Remuneration Committee led an internal evaluation process to assess the performance of the Board, its committees, and individual directors. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board as a whole, it's Committee(s) and Individual Directors including the Chairman of the Board, was evaluated by a questionnaire formulated by the Company.

The questionnaire was formulated based on the following criteria:

- The Board composition and structure,
- Effectiveness of board processes,
- Information and functioning, Knowledge & Skill
- Personal Attributes,
- The composition of committees,
- Effectiveness of committee meetings,
- The contribution of the individual director to the Board and committee meetings
- Preparedness of Directors on the issues to be discussed,
- Meaningful and constructive contribution of Directors and their inputs in meetings

As part of the evaluation process, the performance of Non-Independent Directors, the Chairman and the Board as a whole was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of the Independent and Non-Independent Directors was done by the Board excluding the Director being evaluated. The performance evaluation was found satisfactory.

h) **Separate Meeting of Independent Directors**

In terms of requirements under Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors was held on March 16, 2026. In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

i) **Policy on Directors' remuneration and other details**

The Company's policy on Directors' remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the Board's report.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Directors, to the best knowledge and ability, confirm that for the year ended March 31, 2026:

(i) That in preparation of annual accounts for the financial year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to the material departures;

(ii) That the directors of the company have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the losses of the Company for the financial year ended March 31, 2026;

(iii) That the directors of the company 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; and

(iv) That the directors of the company have prepared the annual accounts on a going concern basis.

(v) That the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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

Managerial Remuneration

The details required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 are provided in Corporate Governance Report attached as ***Annexure–A*** to this Board's Report.

Management Discussion and Analysis report

A detailed discussion on the business performance and future outlook forms part of Management Discussion and Analysis Report, which is separately attached as ***Annexure-B*** to this Board's Report.

Business Responsibility & Sustainability Report (BRSR)

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), the BRSR describes the performance of the Company on environmental, social and governance aspects. SEBI mandates the top 1000 Listed Companies by market capitalisation to include Business Responsibility & Sustainability Report ("BRSR Report") in their Annual Report.

Your Company falls under the top 2000 Listed Companies by market capitalisation. Accordingly, a BRSR Report does not form part of this Report.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

The Company believes that Internal Control is one of the key pillars of governance, which provides freedom to the management within a framework of appropriate checks and balances. The Company has a robust internal control framework, which has been instituted considering the nature, size and risks in the business.

Your company has adequate internal control for its business processes across departments to ensure efficient operations, compliance with internal policies, applicable laws and regulations. The internal controls are complemented, on an on-going basis, by an extensive program of internal audits being implemented throughout the year. The internal controls are designed to ensure that the financial and other records of the company are reliable for preparing financial statements and other data for maintaining the accountability of assets in conformity with established accounting principles and that the assets of the company are adequately safe-guarded against any significant misuse or loss.

The Company has robust ERP systems based on SAP platform. This ensures high degree of systems-based checks and controls. The systems and processes are continuously improved by adopting best-in-class processes and automation and implementing the latest IT tools.

The Company also has an internal audit system which is conducted by an independent firm of Chartered Accountants. The same has also been verified by the statutory auditors who have reported that all the material internal financial controls exist during the financial year 2025-26. The internal audit plan is dynamic and aligned to the business objectives of the Company which is reviewed by the Audit Committee each quarter. Further, the Audit Committee monitors the adequacy and effectiveness of your Company's internal control framework.

Most importantly, the senior management sets the tone at the top of no tolerance to non-compliance and promotes a culture of continuous innovation and improvement.

Particulars of Employees

The information required under Section 197(12) of the Act read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as ***Annexure - C*** to this Board's Report.

Audit Committee

The Audit Committee comprises mainly of Independent Directors and the composition is as under:

Mr. Sunil Chinubhai Vakil	:	Chairperson
Dr. Anil Kumar Gupta	:	Member
Mr. Yogesh Chander Munjal	:	Member
Ms. Neetika Batra	:	Member

The terms of reference of the Audit Committee are wide enough to cover the matters specified for the Audit Committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Act; the detailed terms of reference are as mentioned in the ***Annexure A*** to this Board Report.

During the year under review, the Board has accepted all recommendation of Audit Committee and accordingly no disclosure is required to be made in respect of non-acceptance of the recommendation of the Audit Committee by the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) has been constituted according to Section 178(5) of the Act and the composition is as under:

Mr. Sunil Chinubhai Vakil	:	Chairperson
Dr. Anil Kumar Gupta	:	Member
Mr. Yogesh Chander Munjal	:	Member
Ms. Neetika Batra	:	Member

The detailed terms of reference are as mentioned in the ***Annexure A*** to this Board's Report.

Nomination and Remuneration Policy and Remuneration to the Directors

The Board on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management Personnel including Key Management Personnel and affixing their remuneration. The salient features of the Nomination and Remuneration Policy and the details of remuneration under Section 197 of the Companies Act, 2013 paid to Directors are provided in Corporate Governance Report which forms integral part of this Report.

Disclosure on Establishment of a Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a vigil mechanism through Whistle Blower Policy for directors and employees to deal with instances of unethical behaviour, actual or suspected, fraud or violation of Company's code of conduct or ethics policy and to report their genuine concerns or grievances to the Vigilance and Ethics Officer. Your Company hereby affirms that no Director/ Employee have been denied access to the Chairman of the Audit Committee. The policy is available on the company's website www.shivamautotech.com.

Business Risk Management

The Company has in place a robust risk management framework that identifies and evaluates business risks and opportunities. The Company recognises that these risks need to be handled effectively and mitigated to protect the interests of the shareholders and stakeholders, to achieve business objectives and create sustainable value and growth. The Company's risk management processes focus on ensuring that these risks are promptly identified and a mitigation action plan is developed and monitored periodically to ensure that the risks are being addressed accordingly.

The Company's risk management framework operates with the following objectives:

- Proactively identify and highlight risks to the right stakeholders;
- Facilitate discussions around risk prioritisation and mitigation;
- Provide a framework to assess risk capacity and appetite;
- Develop systems to warn when the appetite is getting breached.

With a multi-sourcing strategy plan, your Company was able to successfully manage this risk.

The Company has Debt Equity Ratio at (9.80) as compared to 10.59 during the previous year

Further the Board has also identified the following risks:

The Company is exposed to various business and operational risks, including dependence on a limited customer base, stringent environmental, safety and regulatory requirements, increasing competition, margin pressures, economic downturns, customer grievances and natural or man-made disasters.

The Company has implemented a Risk Management Policy to identify, assess and mitigate key risks that may have a significant impact on its operations. Appropriate measures such as quality improvement, productivity enhancement, cost controls, regulatory and safety compliance, quality certifications and timely redressal of customer complaints are in place to mitigate identified risks.

The provisions relating to constitution of a Risk Management Committee under the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. Accordingly, no separate Risk Management Committee has been constituted, and the Audit Committee oversees the Risk Management System and Policy of the Company.

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

Information as required u/s 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to measures for Conservation of Energy, Technology Absorption and details of Foreign Exchange Earning and Outgo forming part of this Report are given in ***Annexure D*** of this report.

Statutory Auditors and Auditor's Report

Pursuant to Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company, at the 12th Annual General Meeting ("AGM"), appointed M/s NSBP & Co., Chartered Accountants, New Delhi (Firm Registration No. 001075N), as the Statutory Auditors of the Company for the first term of five consecutive years, to hold office from the conclusion of the 12th AGM until the conclusion of the 17th AGM. Subsequently, at the 17th AGM, the Members of the Company re-appointed M/s NSBP & Co. as the Statutory Auditors for a second term of five consecutive years, to hold office from the conclusion of the 17th AGM until the conclusion of the 22nd AGM of the Company, to be held in the financial year 2026-27.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, and Secretarial Auditors have not reported any instances of frauds committed in the Company by its ofcers or employees, to the Audit Committee / Central Government under Section 143(12) of the Act, details of which are required to be mentioned in this Report.

Secretarial Auditor and Secretarial Audit & Compliance Report

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Yogesh K & Associates, a proprietorship firm of Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2025-26. Secretarial Audit Report in prescribed format MR-3 are annexed as ***Annexure – E*** to this Board's Report.

Further, pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Company has obtained Secretarial Compliance Report from Practising Company Secretary on compliance of all applicable SEBI (Listing Obligations and Disclosure requirements), Regulations 2015 and circulars/guidelines issued thereunder and the copy of the same has been submitted with the Stock exchanges within the prescribed due date.

Explanation to Secretarial Audit Report

The Management response to the qualification, reservation or adverse remarks in Secretarial Audit Report are as below:

Secretarial Auditor's Remarks / Qualifications / Observations	Management Response
Form DPT-3 was filed with additional fee of ₹ 1200. 2. MGT-15 was filed with additional fee of ₹ 1200. 3, Form CHG-9 was filed with additional fee of ₹ 3,600 vide SRN AC0250927. 4. Form CHG-9 was filed with additional fee of ₹ 3,600 vide SRN AC0246593. 5. Form CHG-9 was filed with additional fee of ₹ 3,600 vide SRN AC2357626. 6. MGT-14 was filed with additional fee of ₹ 2,400 vide SRN AC2423097. 7. MGT-14 was filed with additional fee of ₹ 1,200 vide SRN AC1154482. 8. form CHG-9 was filed with additional fee of RS. 3,600. vide SRN AC2482821. 9. form CHG-9 was filed with additional fee of RS. 3,600. vide SRN AC2483156.	With reference to the observation, it is respectfully submitted that the delay in filing the mentioned e-forms was primarily due to technical glitches on the MCA portal and operational constraints. The Company has filed all forms with applicable additional fees as per Section 403 of the Companies Act, 2013, and the Board has duly taken note of the same.

Listing

Pursuant to Clause C(9)(d) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shares of your Company are listed at NSE and BSE, and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Listing fees for the year 2026-27 have been paid. The Company has also paid the annual custodian fees for the year 2026-27 in respect of Shares held in dematerialized mode to National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL).

The Company has complied with the requirements of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Corporate Governance

Your Company is committed to follow the highest standards and principles of Corporate Governance with all integrity and fairness. The Company always places major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an organisation's corporate governance philosophy is directly linked to high performance. It has put in place an effective Corporate Governance system which ensures that provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are duly complied with, not only in form but also in substance.

A certificate from the Practising Company Secretary regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also attached to this Report.

Separate detailed chapters on Corporate Governance, additional Shareholder information and Management Discussion and Analysis are attached herewith and form part of this Report.

Declaration by MD that the Board Members and Senior Management Personnel have complied with the Code of Conduct for the financial year 2025-26 is annexed with this report.

Disclosures for Maintenance of Cost Records

Your company is not covered under sub-section (1) of Section 148 of the Act for maintenance of Cost records and accordingly such accounts and records are not required to be made and maintained.

Significant or Material Orders passed by the Regulators

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

Changes in the Nature of Business

There is no change in the nature of the business of the Company during the Financial Year 2025-26.

Web address for Annual Return

In terms of provisions of Section 92(3), 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, annual return of the Company for the Financial Year ended March 31, 2026 is available under the 'Investors' section of the Company's website i.e. at www.shivamautotech.com.

ATF 16949/ISO 14001/ISO 45001 Accreditation

Your Company's manufacturing facilities are located at Binola, Haridwar, Kolar and Rohtak and we continue to maintain and uphold the prestigious IATF 16949:2016, ISO 14001:2015 and ISO 45001:2018 (Occupational Health & Safety Assessment Series) certifications from reputed leading Indian and International Certification Institutions. These certifications help in continuous improvements, besides emphasis being laid on prevention of defects, reduction of wastes, prevention of near misses and to ensure maximized customer delight.

Prevention of Sexual Harassment at workplace

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 **("POSH Act")** and the Rules thereunder. All women associates (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy.

The Company has duly constituted an Internal Complaints Committee (ICC) under the POSH Act which is responsible for redressal of complaints related to sexual harassment. The Company aims at providing a workplace that enables employees to work without gender bias and sexual harassment.

The necessary disclosure in terms of requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard is given below:

a. Number of complaints filed during the financial year – Nil

b. Number of complaints disposed of during the financial year – N.A.

c. Number of complaints pending as at the end of the financial year – N.A.

Various workshops and awareness Programmes w.r.t. prevention of sexual harassment has been carried out during the FY 2025-26.

Compliance with Maternity Benefit Act, 1961

The Company is compliant with the applicable provisions of the Maternity Benefit Act, 1961 and has policies, systems and processes in place to ensure ongoing compliance.

Secretarial Standards

The Company has followed the applicable Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Environment, Health & Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

The Company has taken an initiative to preserve environment by indulging in paper recycling activity. The paper recycling pertains to the processes of reprocessing waste paper for reuse. Recycling paper preserves trees and forests. Recycled paper serves as an environmental friendly resource for paper manufacturers, saving costs and energy. ***The Company has recycled approx. 4060 kgs of waste paper till March 31, 2026, contributing in saving 68 nos. of trees.***

The Company is committed to adhere to the highest standards of health and safety. It strives to provide its employees with a safe and healthy workplace. The Company continuous to focus on deploying behaviour based safety programmes and global safety standards across its locations. Its manufacturing units are certified with ISO-45001 (International Occupational health & safety management system and standards), abiding by the highest standards of safety.

The Company regularly conducts counselling and safety review meetings for the workers to appraise and educate them on the adoption of safety measures and avoidance of unsafe practices. Safe operating procedures, standards and systems have been laid down at all manufacturing locations. Prompt medical assistances are provided to its employees.

Human Resource Development

The Company believes that people who feel truly associated with the organisation are the ones who perform to their peak capability. As a core part of our business strategy, it is committed to providing an environment where all of its employees feel enabled and have a sense of belonging.

The Company believes in greater diversity within the business will maximise collective capability, allowing leveraging the diversity of thought, and better reflecting and understanding the diverse customer base. This should, in turn, lead to better decision making and higher shareholder value.

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process at all locations. Objective appraisal systems based on key result areas (KRAs) are in place for staff members.

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company's thrust is on the promotion of talent internally through job rotation and job enlargement. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

Board Diversity Policy

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors.

Proceeding Under Insolvency and Bankruptcy Code, 2016

The Company has not made any application or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the year. Further, at the end of the year, Company does not have any proceedings related to IBC Code.

The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

During the year under review, the Company has not made one-time settlement therefore, the same is not applicable.

Policies

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) mandated the formulation of certain policies for all listed companies.

All our corporate governance policies are available on our website www.shivamautotech.com.

(Web link- https://www.shivamautotech.com/cpage.aspx?mpgid=15&pgidtrail=42)

Acknowledgments

Your Company's organisational culture upholds professionalism, integrity and continuous improvement across all functions as well as efficient utilisation of the Company's resources for sustainable and profitable growth.

The Directors express their appreciation for the sincere co-operation and assistance of Central and State Government Authorities, Bankers, Customers, Suppliers and Business Associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

The Board would like to reiterate its commitment to continue to build the organization into a truly world-class enterprise in all aspects.

	For and on behalf of the Board	**For and on behalf of the Board**
	Neeraj Munjal	**Charu Munjal**
Place: Gurugram	**Managing Director**	**Whole Time Director**
Date: August 13, 2026	**DIN: 00037792**	**DIN:03094545**

REPORT ON CORPORATE GOVERNANCE

The Directors have pleasure in presenting the Corporate Governance Report of Shivam Autotech Limited ("the Company") for the year ended March 31, 2026.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

We believe that Corporate Governance signifies ethical highest standards of transparency, integrity and accountability towards all its stakeholders. These ethical standards can be ingrained in the character of the organization through tradition, value systems and commitment to the later as much as the spirit of laws and regulations. Corporate Governance is the cornerstone of Shivam Autotech Limited governance philosophy of the trusteeship, transparency, accountability and ethical corporate citizenship.

The Company believes that sound Corporate Governance is critical to enhance and retain investors' trust. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial, performance focused work environment. Our customers have benefited from high quality products delivered at the most competitive prices. The basic ingredients of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

The Corporate Governance mechanism is further strengthened with adherence to the Shivam Autotech Business Excellence Model, as a means to drive excellence and the Balanced Scorecard methodology, for tracking progress on long-term strategic objectives and the adoption of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Prevention of Insider Trading Code'), pursuant to the provisions of Regulations 8 and 9 under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company has also adopted the Governance Guidelines on Board Effectiveness based on the best practices from both within and outside the Shivam Autotech Limited.

In our endeavor to adopt the best Corporate Governance and disclosure practices, the Company complies with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations").

Pursuant to Regulation 34 read with Part C of Schedule V of the Listing Regulations, the Company hereby presents a Report on Corporate Governance to its members for the Financial Year 2025-26.

2. BOARD OF DIRECTORS

The Board of Directors provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company while adhering to the highest standards of good corporate governance. The Independent Directors are trustees of good corporate governance. Combined, they truly safeguard the rights and interests of the shareholders of the Company. The Board of the Company comprises of a diverse and fine blend of experienced and responsible Executive and Independent Directors.

2.1. Composition of Board

The Board of Directors of the Company comprises an optimum combination of Executive and Non-Executive Directors, including Women Director, possessing extensive industry knowledge and diverse expertise across various functional areas. The Board provides strategic direction and effective oversight of the Company's operations and governance.

The Board composition is in compliance with the requirements of Regulation 17 of the Listing Regulations. As on March 31, 2026, the Board comprised six (6) Directors (Including Two Women Directors), with the following composition:

- **Executive Directors:** 2 [Managing Director and one Whole-Time Director (Women)]
- **Non-Executive Directors:** 4, including:
  - 3 Independent Directors (including one Women Independent Director)
  - 1 Non-Executive, Non-Independent Director

<u>**Details of Board of Directors**</u>

- **Mr. Yogesh Chander Munjal** – Chairman, Non-Executive, Non-Independent Director.
- **Mr. Neeraj Munjal** -Managing Director.
- **Ms. Charu Munjal** - Whole-Time Director (Executive Director).
- **Dr. Anil Kumar Gupta** – Independent Director.

- **Ms. Neetika Batra** – Independent Director
- **Mr. Sunil Chinubhai Vakil** – Independent Director

  Based on the declarations received from the Independent Directors, all the Independent Directors satisfy the criteria of Independence as defined under the Companies Act, 2013, and the Listing Regulations.

  The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013.

2.2. Other Directorships and Committee Memberships:

In compliance with the Companies Act, 2013 and Listing Regulations, none of the Directors on the Company's Board is a Director in more than Ten Public Limited Companies (including "Shivam Autotech Limited") or is a Member of more than Ten Board Committees (Committees being the Audit Committee and Stakeholders Relationship Committee) or Chairman of more than 5 Board Committees as on 31st March, 2026. Further, none of the Director serves as Director or as Independent Director in more than Seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026, have been made by the Directors.

2.3. Board Meetings and Attendance of each Director at the Board Meetings and the last Annual General Meeting

Name of Directors	Category of directorship	Board Meetings held during Financial Year 2025-26		Attendance at last AGM held on September 22, 2025	No of Directorship Public Limited Companies as on 31.03.2026	No. of Memberships in Committee(s) (including Chairmanship) as on 31.03.2026	No. of Chairmanship as on 31.03.2026
		Number of Meetings in which director was entitled to attend	Number of Meetings attended				
Mr. Yogesh Chander Munjal	Non-Executive - Non Independent Director	8	8	Yes	2	3	-
Mr. Neeraj Munjal	Executive Director – Managing Director	8	8	Yes	2	1	-
Ms. Charu Munjal	Executive Director- Whole Time Director	8	8	Yes	1	1	-
Dr. Anil Kumar Gupta	Non-Executive - Independent Director	8	8	Yes	2	4	1
Ms. Neetika Batra	Non-Executive - Independent Director	8	7	Yes	3	5	2
Mr. Sunil Chinubhai Vakil	Non-Executive - Independent Director	8	8	Yes	6	9	5

Note:

- Directorship, Committee Membership/ Chairmanship is inclusive of "Shivam Autotech Limited".
- Only the Audit Committee and the Stakeholders' Relationship Committee are considered.
- Directorships do not include Private Limited Companies, LLP and Companies incorporated under Section 8 of the Companies Act, 2013.

2.4. Board Meetings held during the Financial Year 2025-26:

During the Financial Year 2025-26, Eight (8) meetings of the Board of Directors of the Company were held on 12th May, 2025, 8th August, 2025, 14th August, 2025, 21st October, 2025, 12th November, 2025, 26th November, 2025, 29th November, 2025 and 4th February, 2026. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India.

2.5. Disclosure of Relationship of Directors Inter-se:

Director	Relationship
Mr. Yogesh Chander Munjal	Father of Mr. Neeraj Munjal, Managing Director and Father in law of Ms. Charu Munjal, Whole Time Director.
Mr. Neeraj Munjal	Son of Mr. Yogesh Chander Munjal and Husband of Ms. Charu Munjal.
Ms. Charu Munjal	Daughter in law of Mr. Yogesh Chander Munjal and Wife of Mr. Neeraj Munjal.

2.6. Number of Shares and convertible instruments held by Non-Executive Directors:

Mr. Yogesh Chander Munjal, Non-Executive Director of the Company, does not hold any equity shares or convertible instruments of the Company.

2.7. Functioning of the Board and its Committees:

The Board and its Committees meet at regular intervals for discussion on the Agenda circulated well in advance by the Company. All material information was incorporated into the Agenda for facilitating meaningful and focused discussions at the Meetings. Where it is not practical to attach or send the relevant information as a part of agenda papers, the same were tabled during the Meeting. The Company has proper systems to enable the Board to periodically review Compliance Reports of all laws applicable to the Company, as prepared by the Company, and steps taken by the Company to rectify instances of non-compliances. The Board reviewed Compliance Reports prepared by the Company on quarterly basis.

2.8. Presentation by the Management:

The Management of the Company was invited at the meetings to make presentations to the Board, covering Financial Reports, Marketing updates, operations of the businesses of the Company, Budgets, Auditor's Observations and Strategy and Business Plans.

2.9. Directors Re-appointment/ Directors retiring by rotation:

The information/ details pertaining to Directors retiring by rotation in the ensuing Annual General Meeting (AGM) are provided in the Notice of the AGM. The Notice contains relevant information, like the brief resume of the Directors, the nature of their expertise in specific functional areas, and names of the Companies in which they hold Directorship and membership of any Committee of the Board.

2.10. Information Flow to the Board:

Information is provided to the Board Members on a continuous and regular basis for their review, suggestions and approvals as and when required. More specifically, our business's Annual Strategic and Operating Plans are presented to the Board for their review, inputs, and approvals. Likewise, Quarterly Financial Results and Annual Audited Financial Statements are first presented to the Audit Committee and subsequently to the Board for its approval. A detailed presentation on the Company's general working and material developments is made before the Board by Mr. Neeraj Munjal, Managing Director of the Company, in Board Meetings. A detailed presentation about Financial Highlights, Statutory Compliances, Litigations, Trends and Ratios, etc., is made to the Board by Mr. Devendra Kumar Goyal, Chief Financial Officer of the Company, in the meeting of the Audit Committee and Board of Directors of the Company. In addition, Corporate Law updates, important managerial decisions, material positive/ negative developments, and statutory matters are presented to the respective Committees of the Board and later with the recommendation of such Committees to the Board for their approval. Detailed Agenda for the Board and Committee Meetings along with supporting documents except documents related to Unpublished Price Sensitive Information are circulated well in advance to all the Directors to enable them to fully participate in Meetings and provide their suggestions/ inputs and simultaneously to address their queries. Information pertaining to the compliance status of all applicable Laws along with recent amendments is provided to the Board from time to time.

2.11. Familiarization Program and Training for Independent Directors:

The Company regularly provides orientation and business overviews to its Directors by way of detailed presentations at Board Meetings and through other interactive programs. Such Meetings/programs include briefings on the Company's culture, values, business model, and the roles and responsibilities of the Directors and Senior Management Personnel. Besides this, the Directors are regularly updated about the Company's new projects, R&D initiatives, Product Launches, Litigation updates, Change in organisational structure, changes in the regulatory environment and strategic direction. The Board members are also provided relevant documents, reports and internal policies to facilitate familiarisation with the Company's procedures and practices, from time to time. At the time of appointment, the Company conducts a Familiarization Programme for Independent Directors by conducting Meetings with key officials such as Chairman, Managing Director, Chief Financial Officer, Company Secretary, and other Senior Business Leaders. During the Meeting, presentations are made on the roles and responsibilities, duties, and obligations of the Board Members, the Company's business and strategy, Financial reporting, governance and compliance, and other related matters. Details regarding the familiarization program are available on the Company's website at www.shivamautotech.com.

2.12. Code of Conduct for the Board and Senior Management:

The Company has laid down a Code of Conduct for the Board and Senior Management Personnel of the Company. The Company has received affirmations from the Board Members and Senior Management Personnel confirming their compliance with the

Code for Financial Year 2025-26 and confirmation for adherence to the Code for Financial Year 2026-27. An Annual Declaration signed by the Managing Director to this effect forms part of this Report.

2.13. Code for Prevention of Insider Trading by Designated Persons:

The Company has a Code for Prevention of Insider Trading in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The Company also maintains a Structural Digital Database Software containing the nature of Unpublished Price Sensitive information and the names of such persons who have shared the information and also the names of such persons with whom the information is shared along with their PAN in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Trading Window is closed from the closure/end of the Quarter till 48 hours of publication of Quarterly Un-Audited /Audited Financial Results and also before the Board Meeting at which Unpublished Price Sensitive Information is discussed and re-opens after the Public Announcement of this information by the Company, in accordance with the Code. The Company observes a silent period when the Trading Window is closed. The Company conducted training sessions to educate and sensitize the Designated Persons about compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The procedure for dissemination of Unpublished Price Sensitive Information is complied with by the Compliance Officer.

2.14. Succession Planning for the Board and Senior Management:

- **Board of Directors:**

  The Nomination and Remuneration Committee (NRC) of the Board shall identify the suitable person for an appointment at the Board level. The NRC shall apply a due diligence process to determine the competency of the person(s) being considered for appointment or reappointment as a Director including Managing Director/ Executive Directors of the Company in accordance with the provisions of the Nomination and Remuneration Policy of the Company and the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Listing Regulations, as amended from time to time.

- **Senior Management:**

  The Nomination and Remuneration Committee (NRC) of the Board shall identify the suitable person for an appointment of the Senior Management Personnel. The NRC shall apply a due diligence process to determine the competency of the person(s) being considered, in accordance with the provisions of the Nomination and Remuneration Policy, and keeping in view the organization's mission, vision, values, goals, and objectives.

2.15. A chart or a matrix setting out the skills/expertise/competence of the Board of Directors specifying the following:

i. List of core skills/expertise/competence identified by the Board of Directors in context of the Company's businesses and sectors for it to function effectively and actually available with the Board:

Name of Director	Core Skills/Expertise/Competencies
Mr. Yogesh Chander Munjal	Mr. Yogesh Chander Munjal is an eminent personality in the corporate world. He graduated in the field of Architecture from the IIT, Roorkee. Ever since he finished his formal education, he was associated with many of the Hero Group companies in the capacity of CEO and contributed for making the companies as world leaders. He was Chairman of CII, TPM Club of India, Founder Chairman of QCFI- Delhi Chapter, President of Gurgaon Industrial Association, Chairman of Confederation of Indian Industry (Haryana Committee), Regional Council Member of Confederation of Indian Industry, an Executive Committee Member of Automotive Component Association of India, President of the Rotary Club of Delhi Southend during the year 1991-92 & Vice Chairman of Rotary Education Foundation R.I. District-3010 and was on the Board of PANIIT Alumni Association.
Mr. Neeraj Munjal	Mr. Neeraj Munjal is the Managing Director of Shivam Autotech Limited and has over 35 years of experience in the auto-component industry. He has been instrumental in the growth and development of the Company and in pioneering near net shape forging technology using cold, warm and hot forging techniques. He played a key role in commissioning the Company's first manufacturing unit at Binola, Gurgaon in 1999 and has since contributed significantly to the expansion of the Company's manufacturing operations.

Name of Director	Core Skills/Expertise/Competencies
	Mr. Munjal holds a Bachelor's Degree in Commerce and has specialised in Business Management from Bradford College, England. He possesses extensive experience in precision and value engineering, project management, business development, global business leadership and business operations. He leads the Company's strategic initiatives and oversees key functions including marketing, finance, strategic business decisions and business development. Mr. Munjal has also served as Chairman of the CII, Haryana Chapter and has contributed to the development of the automotive and manufacturing industry through his industry leadership and experience. He was appointed to the Board of Shivam Autotech Limited on July 29, 2005 and has been serving as the Managing Director of the Company. He brings extensive industry knowledge, strategic vision and leadership experience to the Board.
Ms. Charu Munjal	She has an exposure in creative designing and Sales, Marketing field and International Business, Business Development and Business Operations. She leads the team of marketing personnel and guides them to identify new marketing initiatives/forge strategies for new business developments and control all associated administration and system-driven operations.
Dr. Anil Kumar Gupta	Dr. Gupta has over 46 years of experience spanning industry, R&D and academia. He has served as Director & Outstanding Scientist, CSIR-AMPRI, Bhopal; CSIR Cluster Director of Engineering Science Laboratories; Chief Scientist & Head, Division of Engineering Materials, CSIR-NPL, New Delhi; and Director–Technical, Shivam Autotech Ltd., Gurgaon. He has made significant contributions to advanced materials, metal forming, lightweight alloys, composites and aerospace/automotive manufacturing technologies, with extensive R&D collaborations with leading national and international organizations including ISRO/VSSC, HAL, BHEL, General Motors (USA), Fraunhofer IFAM (Germany) and AIST (Japan). He has held distinguished academic, advisory and governance positions, including Visiting Professor at IIT Kharagpur and IIT (BHU), Senate Member at IIT Goa, Board Member of Shivam Autotech Ltd. and Akar Auto Industries, Governing Body Member of the Engineering Council of India, and Research Council Member of several CSIR laboratories. He has also served on various national committees of BIS, INAE, Department of Space, Government of India and other institutions, contributing to policy, technology development and industrial advancement.
Ms. Neetika Batra	Dr. Neetika Batra is a finance professional, academic and senior institutional leader with over three decades of experience in finance, investment banking, corporate finance, management education, consulting, research and institutional leadership. She holds a Ph.D. in Financial Studies from the University of Delhi, with her doctoral research focused on "Directed Credit Programs: A Study of Lending in Indian Banking." She is also a first-rank holder in Master of Finance & Control (MFC) from the University of Delhi and a rank holder in Bachelor of Commerce (Honours) from Shri Ram College of Commerce, University of Delhi. Dr. Batra has held several senior leadership positions at the School of Inspired Leadership (SOIL), including Member of the SOIL Leadership Team, Dean, Associate Dean, Professor of Finance and Chair of the Business Leadership Program. In these roles, she was responsible for institutional strategy, academic and curriculum development, faculty management, student development, admissions and marketing, career services, industry and global partnerships, and overall institutional development..

Name of Director	Core Skills/Expertise/Competencies
	She has also had significant professional experience in investment banking and corporate finance through her association with SBI Capital Markets Limited, where she held various positions, including Vice President (Corporate Finance Group). During her tenure, she was involved in issue management, corporate advisory, fund syndication, private placements, financial analysis, business development and capital market transactions. She also co-founded Plexus Solutions, an investment banking venture focused on investment banking activities Dr. Batra has extensive teaching and consulting experience and has served as visiting faculty at various leading management institutions. She has also designed and conducted finance-related corporate training programmes and management development programmes. Her research and professional interests include financial sustainability, ESG, sustainable development, directed lending, priority sector lending, social sector, public policy, fintech and the Social Stock Exchange. She has authored and co-authored research papers and publications in areas including directed lending, priority sector lending and sustainable organisations, and has undertaken research projects relating to fintech, sustainability and the social sector. Since June 2022, Dr. Batra has been engaged in freelance consulting and academic assignments, with a focus on financial sustainability, research, the social sector and public policy. In view of her extensive experience in finance, investment banking, corporate finance, academic leadership, research and institutional development, Dr. Batra brings valuable expertise and strategic insight to the Board.
Mr. Sunil Chinubhai Vakil	Mr. Sunil Vakil is a Chartered Accountant with over 40 years of experience in corporate finance, business restructuring, financial engineering, corporate advisory and strategic consulting. He has extensive experience in advising companies on financial management, business restructuring and rehabilitation, mergers and acquisitions, financial restructuring, project financing, capital raising and strategic planning. He has advised a wide range of companies, including large and stressed enterprises, on matters relating to corporate strategy, financial performance, regulatory compliance, financing structures and business restructuring. He has also been associated with several engagements involving restructuring and rehabilitation under the erstwhile CDR and SICA frameworks. Mr. Vakil has significant experience as an Independent Director and has served on the Boards of various listed and unlisted companies, including Shivam Autotech Limited, Munjal Auto Industries Limited, Conart Engineers Limited and Eimco Elecon (India) Limited, as well as subsidiaries of multinational companies. He also has extensive experience in forensic audit and investigative assignments, including engagements involving financial irregularities and fraud investigations across various jurisdictions. He has been associated as a technical advisor with Rotary International and has undertaken assignments relating to monitoring, evaluation and financial governance of large humanitarian projects. Mr. Vakil has also been actively involved in the social sector and charitable initiatives, including his association with Rotary International, where he has held senior advisory responsibilities. He has been recognised with the Distinguished Service Award by The Rotary Foundation for his sustained contribution to humanitarian causes. His broad experience in corporate finance, restructuring, governance, risk management, forensic investigations and social-sector initiatives provides valuable expertise and strategic perspective to the Board.

ii. Core Skills/ Expertise/ Competencies available with the Board

As on March 31, 2026, the Board comprised of qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute in deliberations at Board and Committee meetings. The below matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual Directors, which are key to corporate governance and Board effectiveness.

Name of Director(s)	Automotive/ Mobility / Technology / R&D/Product Development	Strategic planning, Business Development, Business Operations	Human Resources / People Management	Accounting & financial expertise	Sales and Customer Management	Corporate Governance, Compliance & Risk Management
Mr. Yogesh Chander Munjal*	✓	✓				✓
Mr. Neeraj Munjal	✓	✓		✓	✓	✓
Mrs. Charu Munjal			✓		✓	✓
Dr. Anil Kumar Gupta	✓	✓				✓
Dr. Neetika Batra			✓	✓		✓
Mr. Sunil Chinubhai Vakil		✓		✓		✓

2.16. Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in Listing Regulations and are Independent of the Management.

The Board has confirmed that all the Independent Directors fulfill all the conditions specified in the Companies Act and Listing Regulations, and are Independent of the Management. All the Independent Directors have given confirmation stating that they meet the criteria of Independence mentioned in the Companies Act and Listing Regulations.

2.17. Detailed reasons for the Resignation of an Independent Director who resigns before the expiry of his/her tenure along with a confirmation by such Director that there are no other material reasons other than those provided.

No Independent Director has given resignation before the expiry of his/her tenure, during the Financial Year 2025-26.

2.18. Changes among Directors:

During the Financial Year 2025-26, there were no changes in the composition of the Board of Directors of the Company.

2.19. Re-appointment of Directors Proposed at upcoming AGM:

Mr. Yogesh Chander Munjal, Non- Executive, Non-Independent Director is liable to retire by rotation and are eligible for re-appointment at the ensuing 21st AGM.

Brief resume, nature of expertise in specific functional areas, Directorships, and Membership of the Board Committees are given in *Annexure-A* attached to the Notice of 21st AGM of the Company.

2.20. Committees of the Board of Directors:

The Board Committees play a vital role in strengthening the Corporate Governance practices. The Board Committees are set up under formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board as a part of good governance practice. The Board supervise the execution of responsibilities by the Committee. Minutes of the proceedings of all the Committee meetings are circulated to the Board to take note of the same. The Board Committees may request special invitees to join the meeting, as appropriate.

Currently, the Board has the following Committees(s):

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

The Company has not constituted a Corporate Social Responsibility (CSR) Committee, as the provisions relating to constitution of a CSR Committee under the Companies Act, 2013 are not applicable to the Company.

Further, the Company has not constituted a Risk Management Committee, as the Company does not fall under top 1000 listed entities for which constitution of a Risk Management Committee is mandatory under the applicable provisions of the Listing Regulations.

The recommendations of the Committees are submitted to the Board for its approval. During the year, all the recommendations of the Committees were accepted by the Board.

3. AUDIT COMMITTEE

The Audit Committee of the Board is constituted in line with Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013, including the Rules notified by the Central Government in this regard.

The Board decides the Membership and terms of reference of the Audit Committee within the framework laid down in Listing Regulations and the Companies Act, 2013.

All members of the Audit Committee are financially literate and majority of directors bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance and have insight to interpret and understand financial statements.

3.1. Composition of the Audit Committee and attendance of members

The Audit Committee comprises majority of Independent Directors and the composition is in conformity with the Listing Regulations. During the Financial Year 2025-26, four (4) meetings of the Audit Committee were held on May 12, 2025, August 14, 2025, November 12, 2025 and February 04, 2026. The requisite quorum was present at all the Meetings. The intervening gap between the meetings was within the period prescribed under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the Secretarial Standards issued by the Institute of Company Secretaries of India.

The Audit Committee assures to the Board the adherence of adequate internal controls and financial disclosures and other acts conforming to the requirements of SEBI Listing Regulations. The quarterly/ half yearly/annual financial results/statements of the Company are reviewed by the Audit Committee before submission to the Board for approval.

The Chairperson of the Audit Committee was present at the Annual General Meeting of the Company.

The Company Secretary of the Company acts as the Secretary of the Committee and attended all the Meeting of the Audit Committee. The Statutory Auditors and Chief Financial Officer generally attend the meetings on invitation by the Chairman.

The below table provides the attendance of the Audit Committee members during the FY 2025-26.

Name	Designation	Category of Directorship	No. of Meetings attended
Mr. Sunil Chinubhai Vakil	Chairperson	Independent Director	4
Mr. Anil Kumar Gupta	Member	Independent Director	4
Ms. Neetika Batra	Member	Independent Director	3
Mr. Yogesh Chander Munjal	Member	Non-Executive Director	4

3.2. Terms of Reference

The terms of reference of the Audit Committee are wide enough to cover the matters specified for the Audit Committee under Regulation 18(3) read with Part C of Schedule II of the Listing Regulations as well as Section 177 of the Act, are as follows:

(i) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(ii) Recommending to the Board for the appointment, remuneration and terms of appointment of the statutory auditors.

(iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(iv) 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 Companies Act, 2013.

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 judgement 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.

(v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(vi) 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 utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

(vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process

(viii) Approval or any subsequent modification of transactions of the company with related parties;

(ix) Scrutinizing inter-corporate loans and investments;

(x) Considering valuation of undertakings or assets of the company, wherever it is necessary;

(xi) Evaluating internal financial controls and risk management systems;

(xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(xiii) 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;

(xiv) Discussion with internal auditors of any significant findings and follow up thereon;

(xv) 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;

(xvi) 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;

(xvii) 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;

(xviii) to review the functioning of the whistle blower mechanism;

(xix) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(xx) Carrying out any other function as is mentioned in the terms of reference of the audit committee;

(xxi) Monitoring the end use of funds raised through public offers and related matters;

(xxii) Reviewing Foreign Exchange Exposure of the Company;

(xxiii) Review of statement of significant related party transactions, submitted by management;

(xxiv) Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;

(xxv) Reviewing the appointment, removal and terms of remuneration of the internal auditor;

(xxvi) reviewing the utilization 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;

(xxvii) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Act. The compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2026.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's Financial Statements and Company's internal financial control over financial reporting in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

The Internal Auditors of the Company attend Meetings of the Audit Committee on a regular basis and findings of internal audits (Internal Audit Report), as well as actions taken (Action Taken Report), thereon report directly to the Audit Committee

Besides the above, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are also invitees to the Audit Committee Meetings. The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited and Audited Financial Statements as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited and Audited Financial Statements are made available on the website www.shivamautotech.com.

3.3. Internal Controls and Governance Processes

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with Chief Financial Officer formulates a detailed plan for the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the Meetings of the Audit Committee at regular basis and submit their recommendations to the Audit Committee and provide a road map for the future.

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company's business processes are on SAP-ERP platforms and have a strong monitoring and reporting process resulting in financial discipline and accountability.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board is constituted in line with Regulation 19 of Listing Regulations and Section 178 of the Companies Act, 2013 including the Rules notified by the Central Government in this regard.

4.1. Composition of the NRC and attendance of members

The NRC comprises mainly of Independent Directors. During the Financial Year 2025-26, One (1) meeting of the NRC was held on August 14, 2025. The requisite quorum was present at that Meeting.

The table below provides the composition and attendance of the Nomination and Remuneration Committee members:

Name	Designation	Category of Directorship	No. of Meetings attended
Mr. Sunil Chinubhai Vakil	Chairman	Independent Director	1
Mr. Anil Kumar Gupta	Member	Independent Director	1
Ms. Neetika Batra	Member	Independent Director	1
Mr. Yogesh Chander Munjal	Member	Non-Independent Director	1

4.2. Terms of Reference

The constitution and terms of reference of the Committee are in consonance with the provisions of Section 178 of the Act and Regulation 19(4) read with Schedule II of Listing Regulations. The terms of reference of the NRC, include the following:

i) to formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors the Company's policies, relating to the remuneration for the Directors, Key Managerial Personnel and other employees,

ii) to evaluate the balance of skills, knowledge and experience on the Board for the appointment of an independent director, prepare a description of the required role and capabilities, identify and recommend suitable candidates, and consider external search agencies, diversity and time commitments, where appropriate.

iii) to formulate criteria for evaluation of performance of Independent Directors and the Board;

iv) to devise a policy on Board diversity;

v) to identify 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 their appointment and removal;

vi) 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

vii) to recommend to the Board, all remuneration, in whatever form, payable to senior management;

viii) to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

ix) to ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

x) to ensure remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

xi) to assist the Board in fulfilling responsibilities.

4.3. Remuneration paid during the Financial Years 2025-26

❖ **Non-Executive Director**

(Amount in Rs. Lakhs)

Name of Non-Executive Directors	Sitting fees			Commission	Total
	Board Meetings	Committee Meetings	Independent Director's Meeting		
Mr. Sunil Chinubhai Vakil	2.4	2.1	0.30	-	4.80
Dr. Anil Kumar Gupta	2.4	2.1	0.30	-	4.80
Ms. Neetika Batra	2.1	1.8	0.30	-	4.20
Mr. Yogesh Chander Munjal	-	-	-	-	-

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

The Non-Executive Directors were paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees of Rs. 30,000/- for each meeting of the Board and Rs. 30,000/- for each meeting of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee and Independent Directors' Meeting attended by them.

Except to the extent of sitting fee and any out of pocket expenses incurred while attending the Board and the Committees meetings, there has been no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company during the year.

❖ **Executive Directors**

The appointment and remuneration of Executive Directors i.e. Managing Director and Whole-Time Directors is governed by the recommendation of the NRC, Resolutions passed by the Board of Directors and Shareholders of the Company and Agreement executed between them and the Company. The remuneration is fixed considering various parameters such as qualification, expertise, experience, prevailing remuneration in the industry and financial position of the Company. The remuneration package of Managing Director and Whole-Time Directors comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the NRC and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Details of Remuneration Paid to Managing Director and Executive Directors are as below:

(Amount in Rs. Lakhs)

Executive Director(s)	Salary	Commission	Perquisites & Allowances	Contribution to PF Fund	Total
Mr. Neeraj Munjal	96.00	-	80.06	7.50	183.56
Ms. Charu Munjal	48.00	-	32.06	5.76	85.82

Notes:

a) The agreement between the Company and the Managing Director is for a period of five years. Either party is entitled to terminate the Agreement by giving not less than 180 days' notice in writing to the other party.

b) Commission is payable @2.00% of the net profits of the Company computed in accordance with the provisions of the Act. However, Commission has not been paid to Mr. Neeraj Munjal and Ms. Charu Munjal for the year 2025-26. There were no severance fees paid to the directors.

c) None of the Non-Executive Directors hold any Equity Shares of the Company.

4.4. Performance Evaluation Criteria for Independent Directors:

The Nomination and Remuneration Committee formulates the criteria for remuneration of Directors, Senior Management Personnel and Key Managerial Personnel and, after evaluation, recommends the same to the Board of Directors. This Committee also evaluates the performance of Independent Directors, the Committee(s) and the Board as a whole from time to time based upon descriptive performance evaluation forms. Non-Independent Directors conduct a detailed evaluation of the performance of Independent Directors based upon a pre-filled questionnaire setting out expectations from Independent Directors and their actual performance on same.

4.5. Nomination and Remuneration Policy

The Company's Remuneration Policy represents the overreaching approach of the Company to the remuneration of Directors and Senior Management. The objective of the Company's Remuneration Policy is to ensure that all employees, including Executive Directors, Senior Management Personnel and Key Managerial Personnel, are sufficiently incentivized for enhanced performance. The Nomination and Remuneration Committee takes into account various factors to determine this Policy and amend it from time to time. The Policy ensures that due regard is given to the Company's financials and the interest of Shareholders and that levels of remuneration are sufficient to attract and retain exceptional employees who can take the Company forward.

The Company has its Nomination and Remuneration Policy which is available at the Company's website at www.shivamautotech.com/cpage.aspx?mpgid=15&pgidtrail=42.

The Company Secretary of the Company acts as the Secretary of the Committee and attended all the Meeting of the Nomination and Remuneration Committee.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board is constituted in line with Regulation 20 of Listing Regulations and Section 178 of the Companies Act, 2013 including the Rules notified by the Central Government in this regard.

The SRC oversees, inter-alia, Redressal of shareholder and investor grievances, transfer/transmission of shares, issue of duplicate shares, and exchange of new design share certificates, recording dematerialization of shares and other related matters. The roles and responsibilities of the SRC are as prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations.

The Company Secretary of the Company acts as the Secretary of the Committee and attended all the Meeting of the Stakeholders and Relationship Committee.

5.1. Composition of the SRC and attendance of members

During the Financial Year 2025-26, three (3) meetings of the SRC were held on August 14, 2025, November 12, 2025 and February 02, 2026. The requisite quorum was present at all the Meetings.

The Table below provides the attendance of the Stakeholders Relationship Committee members during the FY 2025-26.

Name of the Member	Designation	Category of Directorship	No. of Meetings attended
Mr. Anil Kumar Gupta	Chairman	Independent Director	3
Ms. Neetika Batra	Member	Independent Director	3
Mr. Neeraj Munjal	Member	Executive Director	3
Ms. Charu Munjal	Member	Executive Director	3
Mr. Sunil Chinubhai Vakil	Member	Independent Director	3
Mr. Yogesh Chander Munjal	Member	Non- Independent Director	3

5.2. Terms of Reference

The Committee looks into the matters of Shareholders/ Investors grievances along with other matters listed below:

(i) to consider and resolve the grievances of security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(ii) to review measures taken for effective exercise of voting rights by shareholders.

(iii) to review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

(iv) to review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/

statutory notices by the shareholders of the Company;

(v) to consider and approve demat/ remat of shares/split/consolidation/sub-division of share certificates;

(vi) to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc;

(vii) to oversee and review all matters connected with the transfer of the Company's securities;

(viii) to carry out any other function as prescribed under the Listing Regulations, the Companies Act, 2013 and other Applicable Law as amended from time to time;

(ix) to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

5.3. Status of Investor Complaints:

Status of Investor Complaints as on March 31, 2026 as reported under Regulation 13(3) of the SEBI Listing Regulations are as under:

Opening Balance	No. of complaints received	No. of complaints resolved	No. of complaints not solved to the satisfaction of shareholders	No. of complaints pending
0	1	1	0	0

5.4. Compliance Officer

Ms. Mehvish*, Company Secretary of the Company acts as the Compliance Officer of the Company and any request / complaint can be forwarded to the Company at e-mail Id cs@shivamautotech.com.

**Mr. Shakti Kant Mahana has tendered his resignation from the position of Company Secretary and Compliance Officer of the company w.e.f. the close of business hours on 23.06.2026.*

Ms. Mehvish has been appointed in place of Mr. Shakti Kant Mahana as Company Secretary and Compliance Officer of the company w.e.f. Board Meeting held on 01.07.2026.

The Company and the Registrar and Transfer Agent, M/s MCS Share Transfer Agent Limited attend to all grievances of the shareholders received directly or through SEBI (SCORES), Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

Continuous efforts were made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

The Company Secretary of the Company acts as the Secretary of the SRC Committee and attended all the Meeting of the SRC Committee.

6. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 16, 2026, inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The details of the meetings attended by Independent Directors are given below:

Name	Designation	Category of Directorship	No. of Meetings attended
Mr. Sunil Chinubhai Vakil	Chairman	Independent Director	1
Mr. Anil Kumar Gupta	Member	Independent Director	1
Dr. Neetika Batra	Member	Independent Director	1

6.1. Independent Directors

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Independent Director Databank Registration

Pursuant to Notification No. **G.S.R. 805(E)** dated October 22, 2019 issued by the Ministry of Corporate Affairs and the applicable provisions of the Act, all the Independent Directors have completed the registration with the Independent Directors' Databank. The Company has received the requisite declarations from the Independent Directors in this regard.

Number of Independent Directorships

Pursuant to Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director and Whole Time Director of the Company does not serve as an Independent Director in any listed entity.

6.2. Performance Evaluation of Board Members

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its Committees. A structured parameter has been prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of Independent Directors has been done by the entire Board of Directors, and on the basis of that, it was determined whether to extend or continue the term of appointment of the Independent Director.

The Board has carried out an exercise to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company etc. The performance evaluation of the Directors was carried out by the entire Board except the director being evaluated.

The Nomination and Remuneration Committee has formulated the criteria for evaluation of Independent Directors based on the following specifications:

a. Participation at Board/ Committee Meetings;

b. Managing Relationship;

c. Knowledge and Skill;

d. Personal Attributes;

e. Initiative and Resourcefulness;

f. Judgment, Adaptability & Decisiveness;

g. Innovation and Creativity;

h. Leadership;

i. Interpersonal Relationship;

j. Oral & Written Communication;

k. Job knowledge and skills;

l. Learning Ability & Evaluating subordinates;

m. Self-Management etc.

6.3. Availability of Information to Board Members

The Board has unrestricted access to all Company-related information including that of our employees. At Board meetings, managers and representatives who can provide additional insights on the items being discussed are invited. Regular updates being provided to the Board include:

- Annual operating plans and budget, capital budgets and updates.
- Quarterly results of the Company
- Minutes of meeting of Audit, Nomination and Remuneration, Stakeholders Relationship, Risk Management and Corporate Social Responsibility Committees and abstracts of circular resolution passed.
- General notices of interest received from directors.
- Dividend Data including unpaid dividend figures for previous years.
- Information on recruitment and remuneration of senior officers just below the level of board of directors.
- Materially important litigations, show cause, demand and penalty notices.
- Any issues that involves possible public or product liability claims of a substantial nature.
- Significant labour problems and their proposed solutions. Any significant development involving human resource management

- Details of foreign exchange exposure and the steps taken by the management to limit risks of adverse exchange rate movement.
- Non Compliance with any regulatory, statutory or listing requirements.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.

7. RELATED PARTY TRANSACTIONS (RPT)

All transactions entered into with Related Parties as defined under the Act and SEBI Listing Regulations during the financial year 2025-26 were in the ordinary course of business and on an arm's length pricing basis.

All transactions with related parties were placed before Audit Committee and Audit committee has given omnibus approval for repetitive and foreseen transactions. The Company has not entered into any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. The details of related party transactions are given in note 37 of Financial Statements.

None of the Directors has any pecuniary relationships with the Company.

8. GENERAL BODY MEETINGS

8.1. Annual General Meeting

Date, time and location where the last three Annual General Meetings were held, are as under:

Financial Year	Location	Day and Date	Time	No. of Special Resolutions passed
2024-25	Deemed Venue-Shivam Autotech Limited, 10, 1st Floor, Emaar Digital Greens, Tower A, Sector 61, Golf Course Extension Road, Gurugram, Haryana-122102	Monday, September 22, 2025	12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	02
2023-24	Deemed Venue-Shivam Autotech Limited, 10, 1st Floor, Emaar Digital Greens, Tower A, Sector 61, Golf Course Extension Road, Gurugram, Haryana-122102	Thursday, September 26,2024	12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	04
2022-23	Deemed Venue-Shivam Autotech Limited, 10, 1st Floor, Emaar Digital Greens, Tower A, Sector 61, Golf Course Extension Road, Gurugram, Haryana-122102	Saturday, September 30, 2023	12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	0

The Company also offered e-voting facility to its Members pursuant to the provisions of the Companies Act, 2013 that enabled them to cast their votes electronically.

8.2. Extraordinary General Meeting

Apart from the Annual General Meeting, no other General Meeting was held during the Financial Year 2025-26.

Postal Ballot:

During the Financial Year 2025-26, the following Special Resolutions were passed by the shareholders of the Company through e-voting by way of Postal Ballot:

a) Approval for the issuance of unlisted, secured, redeemable, optionally convertible debentures on a preferential basis.

b) Approval for the grant of special rights pursuant to OCD subscription.

c) Approval of the Agreement with Alpha Alternative Structured Credit Opportunities Fund.

d) Approval for amendment to the Articles of Association of the Company.

e) Approval under Section 180(1)(a) of the Companies Act, 2013.

9. MEANS OF COMMUNICATION

9.1. Results: Unaudited Quarterly Results as well as Annual Audited Financial Results of the Company, are approved and taken on record by the Board of Directors of the Company within 45 days (for I, II, III quarter)/ 60 days (for IV quarter) from the end of the quarter. The Approved Results were communicated to Stock Exchanges where the Company is listed and also published within 48 hours in Business Standard English Newspaper and Business Standard Hindi Newspaper.

9.2. Website: The Company's website (www.shivamauotech.com) provides comprehensive information on the Company's profile, its business lines, Management, Corporate Governance, news releases etc. An exclusive section is dedicated to Investors, where all information related to Quarterly/ Yearly results, Annual Reports, Quarterly filings, Share /Dividend Transfer Details to IEPF etc. are uploaded from time to time. It provides all the information as prescribed under Regulation 46 of Listing Regulations. Public Announcements made by the Company from time to time are also displayed on the Company's website. Corporate Presentations made to Institutional Investors and analysts after the declaration of the quarterly, half-yearly and Annual Audited Financial Results are also displayed on the Company's website (www.shivamauotech.com).

9.3. Annual Report: Annual Report containing, inter alia Financial Statements, Cash Flow Statement, Auditors' Report, Directors' Report, Notice of Annual General Meeting, and other important information is circulated to Members and others entitled thereto. In accordance with the Green initiatives of the MCA, all important communication to shareholders, including the Annual Reports are sent via e-mail to those Shareholders, whose e-mail id's are registered with the Depository Participants. As the per MCA General Circular No. 20/2020 issued on 5 May, 2020 as amended from time to time, the financial statements (including the Board's Report, Auditor's Report or other documents required to be attached therewith), shall be sent only by email to the members and all other person so entitled. Therefore, the Company will not dispatch the physical copy of the Annual Report. The Annual Report of the Company is also available on the Company's website in a user-friendly and downloadable form.

9.4. Management Discussion and Analysis (MD&A) Report: The Report on MD&A forms part of the Annual Report.

9.5. Intimation to the Stock Exchanges: All Price Sensitive information and material events are disclosed to the Stock Exchange(s), in accordance with its Materiality Policy on disclosure of Material Events. The objective of the Materiality Policy is to ensure timely and adequate disclosure of material events and price-sensitive information under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company. This information is also posted on the website of the Company.

The Materiality Policy of the Company is available at the Company's website i.e. at https://www.shivamautotech.com/cpage.aspx?mpgid=15&pgidtrail=42.

10. GENERAL SHAREHOLDER INFORMATION

10.1. Annual General Meeting

The ensuing Annual General Meeting will be held on Friday, September 25, 2026 at 12:00 Noon (IST) through video conferencing or other audio visual means for the purpose of which the Registered Office of the Company at 10, 1st Floor, Emaar Digital Greens, Tower A, Sector-61, Golf Course Extension Road, Gurugram, Haryana-122102 shall be considered as deemed venue of the AGM.

10.2. Financial Calendar for FY 2026-27 commencing from April 1, 2026 and ending on March 31, 2027:-

i. First Quarter Results – on or before August 14, 2026

ii. Second Quarter Results – on or before November 14, 2026

iii. Third Quarter Results – on or before February 14, 2027

iv. Fourth Quarter Results – on or before May 30, 2027

v. Audited Financial Statements – on or before May 30, 2027

vi. Annual General Meeting – on or before September 30, 2027

10.3. Listing on Stock Exchanges (Equity Shares ISIN: INE637H01024)

Sr. No.	Name of Stock Exchange	Stock Code	Address of Stock Exchange
1.	BSE Limited	532776	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
2.	National Stock Exchange of India Limited	SHIVAMAUTO	Exchange Plaza, C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

10.4. Payment of Listing Fees

The Annual Listing Fees for 2026-27 have been paid by the company to both the Stock Exchanges.

10.5. Company Identification Number (CIN): L34300HR2005PLC081531

Permanent Account Number (PAN): AAJCS7372M

Face value of the Equity Share: Rs.2/- per share

10.6. Dematerialization of Shares and Liquidity: As on March 31, 2026, 13,06,20,889 (Thirteen Crore, Six Lakhs, Twenty Thousand Eight Hundred Eighty-Nine) equity shares of the Company were held in dematerialized form and 8,74,330 (Eight Lakhs Seventy-Four Thousand Three Hundred Thirty) equity shares were held in physical form. The Company's Equity Shares are traded on the BSE Ltd. and National Stock Exchange of India Limited in demat form. There was no instance of suspension of trading in the equity shares of the Company during the Financial Year 2025-26.

11. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity

The Board of Directors at its meeting held on 29th November, 2025 has approved the issuance and allotment of up to 12,000/- unlisted, secured, redeemable, optionally convertible debentures of face value ₹ 1,00,000 (Rupees One lakh) each at an issue price of 1,00,000, payable in cash for an aggregate amount of up to ₹1,20,00,00,000 (Rupees One Hundred Twenty Crores), by way of a preferential issue, with each OCD convertible into Equity Shares of the Company at a conversion ratio of 12,000 OCDs into 4,16,52,204 Equity Shares (having a face value of INR 2 each) at a conversion price of INR 28.81 ("Conversion Price"), being the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations, which may be exercised in one or more tranches within a period of 18 (eighteen) months from the date of allotment of OCDs to the Alpha Alternative Structured Credit Opportunities Fund, subject to the completion of the conditions precedent or waiver under and in accordance with such other terms and conditions as set out under the OCD debenture subscription agreement between Company and Alpha Alternative Structured Credit Opportunities Fund.

12. Reconciliation of Share Capital as on 31.03.2026

The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the total issued and listed capital. It is confirmed that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the Registrar and Share Transfer Agent within the statutory period and uploaded with the concerned depositories.

As stipulated by SEBI, Mr. Yogesh Kumar, Practising Company Secretary & Proprietor of M/s. Yogesh K & Associates, conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories, i.e. NSDL and CDSL, and the total issued and listed capital of the Company.

Further M/s. Yogesh K & Associates, conducts such audit in every quarter and issues a Reconciliation of Share Capital Audit Certificate to this effect to the Company. A copy of such audit report is submitted to the stock exchanges, where the Company's shares are listed and is also placed before the Board.

12.1. Reconciliation of Share Capital as on 31.03.2026

Segments	Holding	% of Holding
NSDL	**11,47,55,207**	**87.27**
CDSL	**1,58,65,682**	**12.07**
Demat- (NSDL + CDSL)	**13,06,20,889**	**99.34**
Physical	**8,74,330**	**0.66**
Total Shareholding	**13,14,95,219**	**100**

Debt Instruments Listed on Stock Exchange(s): N.A.

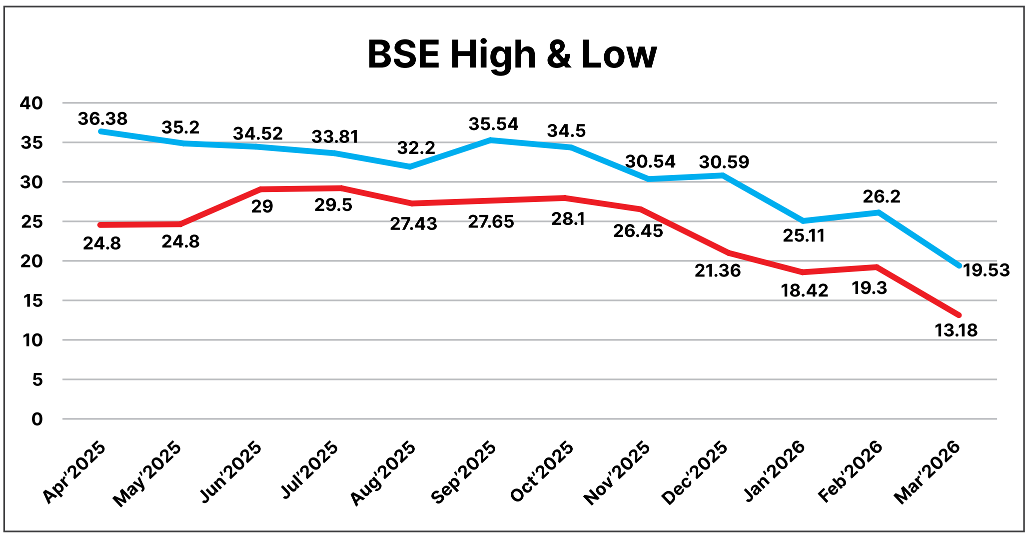
12.2. Market Price Data

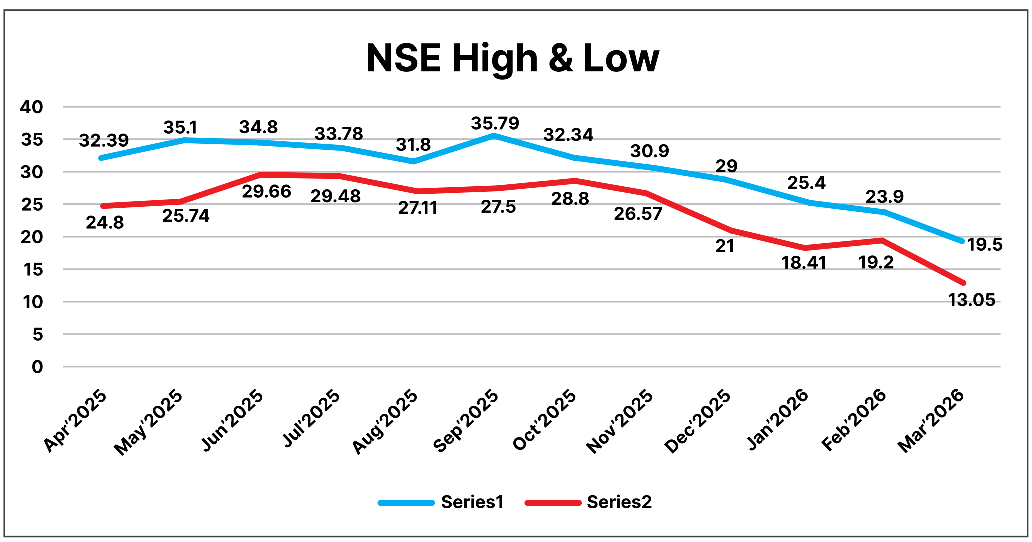
The **monthly** high and low quotations as well as the volume of shares traded on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are as follows:

High Low data at BSE & NSE								
	BSE LIMITED (BSE)				National Stock Exchange (NSE)			
Month	**High (Rs.)**	**Date**	**Low (Rs.)**	**Date**	**High (Rs.)**	**Date**	**Low (Rs.)**	**Date**
April'2025	36.38	25-04-2025	24.8	07-04-2025	32.39	23-04-2025	24.8	07-04-2025
May'2025	35.2	29-05-2025	24.8	09-05-2025	35.1	29-05-2025	25.74	09-05-2025
Jun'2025	34.62	11-06-2025	29	23-06-2025	34.8	11-06-2025	29.66	23-06-2025
July'2025	33.81	22-07-2025	29.5	31-07-2025	33.78	22-07-2025	29.48	31-07-2025
Aug'2025	32.2	01-08-2025	27.43	28-08-2025	31.8	20-08-2025	27.11	28-08-2025
Sep'2025	35.54	17-09-2025	27.65	05-09-2025	35.79	18-09-2025	27.5	01-09-2025
Oct'2025	34.5	03-10-2025	28.1	28-10-2025	32.34	06-10-2025	28.8	28-10-2025
Nov'2025	30.54	04-11-2025	26.45	25-11-2025	30.9	04-11-2025	26.57	25-11-2025
Dec'2025	30.69	03-12-2025	21.36	29-12-2025	29	01-12-2025	21	29-12-2025
Jan'2026	25.11	05-01-2026	18.42	27-01-2026	25.4	05-01-2026	18.41	27-01-2026
Feb'2026	26.2	19-02-2026	19.3	25-02-2026	23.9	10-02-2026	19.2	24-02-2026
Mar'2026	19.53	02-03-2026	13.18	30-03-2026	19.5	02-03-2026	13.05	30-03-2026

12.3. Performance in comparison to broad-based indices

The Charts below depicts the comparison of monthly Company's share price on BSE SENSEX and NIFTY 50:





12.4. Registrar to Issue and Share Transfer Agent

M/s MCS Share Transfer Agent Limited
179-180, 3rd Floor, DSIDC Shed,
Okhla Industrial Area
New Delhi-110 020
Tel: 011-41406149-52 Fax No: 011-41709881
E-mail: admin@mcsregistrars.com

As mandated by SEBI, securities of the Company can be transferred/ traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

Members are requested to ensure that correspondence for change of address, change in bank details, processing of unclaimed dividend, sub-division of shares, renewals / split / consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature registered with the Company. The Company may also, with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/ or address. Members are requested to indicate their Ledger Folio number in their correspondence with the Company and also to provide their email addresses and telephone numbers/FAX numbers to facilitate prompt response from the Company.

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address etc. However, queries relating to non-receipt of dividend, non-receipt of annual reports, or on matters relating to the working of the Company should be sent to the Company.

12.5. Nomination Facility

The Company offers facility of nomination. The facility is made available folio-wise and for the entire shares registered under the folio. The members holding shares in dematerialized form may contact and consult their respective Depository Participant (DP) for availing the nomination facility. Members holding shares in physical form may contact Registrar &Transfer Agent (RTA) of the Company.

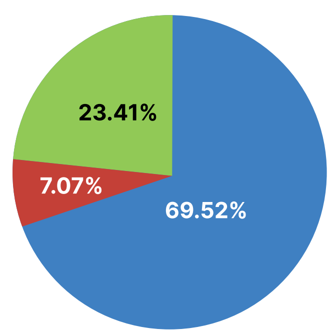
12.6. Distribution of Shareholding as on March 31, 2026

Range of Shares being held by shareholders	No. of Shares		No. of Shareholders	
	Number	%	Number	%
01- 500	3292091	2.50	23011	74.93
501- 1000	2765348	2.10	3322	10.82
1001- 2000	3041324	2.31	1971	6.42
2001- 3000	2032528	1.55	792	2.58
3001- 4000	1343272	1.02	371	1.21
4001- 5000	1936013	1.47	404	1.32
5001 - 10000	3542593	2.69	478	1.56
10001- 50000	6712213	5.10	325	1.06
50001- 100000	1209774	0.92	18	0.06
Above 100001	105620063	80.32	20	0.07
Total	**131495219**	**100.00**	**30712**	**100.00**

12.7 Shareholding Pattern as on March 31, 2026:

S No.	Category	No. of shareholders	No. of shares	% Shareholding	In Demat
A	**Promoter Holding**				
	Dayanand Munjal Investments Pvt. Ltd.	1	91417272	69.52%	91417272
	Total Promoter Holding	**1**	**91417272**	**69.52%**	**91417272**
B	**Public Holding**				
i	**Institutions**				
	Mutual Funds	2	17500	0.01%	17500
	Banks	2	4000	0.00%	-
	Alternate Investment Fund	1	9272997	7.05%	9272997
	Sub Total	**5**	**9294497**	7.07%	**9290497**
ii	**Non-institutions**				
	Individuals holding nominal share capital upto Rs. 2 lacs	28856	23084869	17.56%	23084869
	Individuals holding nominal share capital in excess of Rs. 2 lacs	13	3016810	2.29%	3016810
	NRI	280	563422	0.43%	477922
iii	Others				
	Other Bodies Corporate	137	1299974	0.99%	1299974
	Unclaimed or Suspense or Escrow Account	1	766041	0.58%	766041
	HUF	655	1414789	1.08%	1414789
	IEPF	1	563369	0.43%	563369
	Clearing Members	13	74176	0.06%	74176
	Sub Total	**29956**	**30783450**	23.41%	**30697950**
	Total Public Holding (i+ii+iii)	**29961**	**40077947**	**30.48%**	**39988447**
	Grand Total (A+B)	**29962**	**131495219**	**100.00%**	**131405719**

Shareholding Pattern
Distribution of shareholding among Promoter and Public shareholders



12.8. Share Transfer System

SEBI has mandated that, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

The Stakeholders' Relationship Committee is authorized to approve issuance of duplicate certificates and all such issuance are completed within statutory time limit from the date of request, provided the documents meet the stipulated requirement of statutory provisions in all respects. The documents received from shareholders are scrutinized by the Company's RTA and all work related to share registry, is handled by RTA. In compliance of the provisions of SEBI Listing Regulations, the share transfer system of the Company is audited yearly by a Practicing Company Secretary and a certificate to that effect is issued by him.

The Board of Directors has delegated the authority to approve the share transfers/ transmissions etc. to the Company Secretary who attend the same within the prescribed period and in case of any dispute / difference, forward the same to the Stakeholders' Relationship Committee for their approval.

12.9. Foreign Exchange Risk and Commodity Hedging Activities

The Company does not have significant foreign exchange exposure and, accordingly, does not consider it necessary to hedge its currency exposure. The Company's foreign currency exposure is primarily denominated in US Dollars and Euros, which have historically exhibited relatively lower volatility in the context of the Company's transactions.

12.10. Plant Locations with address

- **Binola Plant** – 58 Km Stone, Delhi - Jaipur Highway, Village - Binola, Gurugram – 122413, Haryana.
- **Haridwar Plant** - Plot No. 3, Industrial Park 2, Phase I, Village Salempur, Tehsil Mehdood, Haridwar - 249401, Uttarakhand.
- **Bengaluru Plant** - Plot No. 98, Vemagal Industrial Area, Kolar – 563101, Karnataka.
- **Rohtak Plant** - Plot No. 9, Sector-30A, IMT Rohtak, District: Rohtak -124001, Haryana.

12.11. Address for correspondence

Name:	Ms. Mehvish
Designation:	Company Secretary and Compliance Officer
Address:	10, 1st Floor, Emaar Digital Greens, Tower A, Sector-61, Golf Course Extension Road, Gurugram, Haryana-122102
Tel. No.:	0124-4698700
Fax:	0124-4698798
E-mail:	cs@shivamautotech.com

Queries relating to the Financial Statements of the Company may be addressed to-

Name:	Mr. Devendra Kumar Goyal
Designation:	Chief Financial Officer
Address:	10, 1st Floor, Emaar Digital Greens, Tower A, Sector-61, Golf Course Extension Road, Gurugram, Haryana-122102
Tel. No.:	0124-4698700
Fax:	0124-4698798
E-mail:	dkgoyal@shivamautotech.com

12.12. Credit Rating

For our bank facilities and other debt programs CARE has provided us a long-term rating of 'CARE BB-' with stable outlook and a short-term rating of 'CARE A4'.

12.13. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Board and General meetings. The Company has complied with all the applicable provisions of the Secretarial Standards on Board and General meetings.

12.14. Secretarial Audit

M/s. Yogesh K & Associates, Company Secretaries have conducted a Secretarial Audit of the Company for the year 2025-26. Their Audit Report (except observations, remarks, qualifications as stated in the report) confirms that the Company has complied with the applicable provisions of the Act and the Rules made there under, Listing Agreements with the Stock Exchanges, applicable Listing Regulations and other laws applicable to the Company. The Secretarial Audit Report (MR-3) forms part of the Board's Report.

12.15. Unclaimed dividend

In terms of Section 124(5) of the Companies Act, 2013 ("Act") if a member does not claim the dividend amount for a consecutive period of seven years or more, the unclaimed amount shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

During the year, the Company has not transferred anything to the Investor Education and Protection Fund (IEPF) established by the Central Government.

13. DISCLOSURES

13.1. All transactions entered into with related parties as defined under the Act and Regulation 23 of the Listing Regulations during the Financial Year 2025-26 were in the ordinary course of business and on arm's length pricing basis and do not attract provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the Financial Year which were in conflict with the interest of Company. Suitable disclosures as required by Ind AS 24 have been made in the Financial Statements.

13.2. Vigil mechanism / Whistle Blower Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil mechanism / Whistle Blower Policy as defined under Regulation 22 of the Listing Regulations provides a channel to the employees and Directors of the Company to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors of the Company to avail the mechanism and also provide for direct access to the Managing Director/Chairman of the Audit Committee in exceptional cases. This neither relives employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

None of the personnel of the Company has been denied access to the Audit Committee.

Name and Address of the Vigilance & Ethics Officer
Mr. Sunil Dutt (GM-HR&A)
Shivam Autotech Limited
10, 1st Floor, Emaar Digital Greens, Tower A,
GolfCourse Extension Road, Gurugram, Haryana-122102
0124-4698700
E-mail- sunildutt@shivamautotech.com

Name and Address of Managing Director
Mr. Neeraj Munjal
Shivam Autotech Limited
10, 1st Floor, Emaar Digital greens, Tower A,
GolfCourse Extension Road, Gurugram, Haryana-122102
0124-4698700
Email- neeraj@shivamautotech.com

Name and Address of the Chairman of Audit Committee
Mr. Sunil Chinubhai Vakil
Shivam Autotech Limited
10, 1st Floor, Emaar Digital greens, Tower A,
GolfCourse Extension Road, Gurugram, Haryana-122102
0124-4698700
Email- admn@shivamautotech.com

Pursuant to Section 177 of the Act, the SEBI Listing Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company had adopted its Whistle Blower Policy. The website link of Vigil Mechanism / Whistle Blower Policy is given below:

http://www.shivamautotech.com/Uploads/image/295imguf_WhistleBlowerPolicy.pdf

13.3. The Company has complied with the mandatory requirements specified in Listing Regulations relating to Corporate Governance.

13.4. Material Subsidiaries

The Company does not have any material subsidiary.

13.5. The Board has approved a policy for related party transactions which can be accessed at the Company's website link

http://www.shivamautotech.com/Uploads/image/261imguf_related-party-policy-shivam-autotech-limited-30-03-2022.pdf

13.6. The Company is not significantly exposed to commodity price risk, as any increases in raw material prices are passed on to customers through corresponding price increases. Accordingly, the Company does not engage in commodity hedging activities.

13.7. Certificate from Practicing Company Secretary

The Company has received a certificate from a Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority which forms part of this report.

13.8. Audit Fees paid to Statutory Auditors

The details of total fees for all services paid to the Statutory Auditors M/S. NSBP & Co., Chartered Accountants (Firm Registration No.001075N) during the year ended March 31, 2026 are as below:

Particulars	Amount (Rs. In Lakhs)
Audit Fees	16.00
Limited reviews	12.00
Certifications/other services	5.00
Out of Pocket Expenses	1.43
Total	**34.43**

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

The Company has in place a policy on Prevention of Sexual Harassment at workplace. For further details in this regard, please refer to the Board's Report forming part of this Annual Report.

13.10. Details of loans and advances in the nature of loans to firms/companies in which directors are interested

The Company has not given any loans or advances to any firm/company in which its Directors are interested.

14. Unclaimed / Undelivered Shares to Suspense Account

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the Unclaimed Suspense Account which were issued in demat form:

Shivam Autotech Ltd (Suspense A/C Details FY 2025-26)	Demat	
Particulars	**Record**	**Shares**
Aggregate Number of shareholders and the outstanding shares in the Suspense Account lying as on April 01, 2025		**766041**
Number of shareholders who approached the Company for transfer of shares and shares transferred from Suspense Account during the year	**Nil**	**766041**
Aggregate Number of shareholders and the outstanding shares in the Suspense Account lying as on March 31, 2026		**766041**
IN300118/ 11708780 Shivam Autotech Limited-Unclaimed Suspense Account		
1206440000026178 Shivam Autotech Limited-Unclaimed Suspense Account	**Total**	**766041**

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

14.1. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund

Pursuant to the provisions of Section 124(6) of the Act read with Rule 6 of Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), members whose dividend amount has not been paid or claimed for seven consecutive years or more, shares held by them shall be credited to the demat Account of the Investor Education and Protection Fund Authority (IEPFA).

During FY 2023-24, 1677817 equity shares of Rs. 2/- each held by aforesaid members, were transferred to the demat Account of IEPF Authority constituted in accordance with the Rules.

These details have also been uploaded on the website of the IEPF Authority (www.iepf.gov.in). All the corporate benefits accruing on these shares like bonus, splits etc. also will be credited to the said "Demat Account" of the IEPF Authority and the voting rights on these shares shall remain frozen until the rightful owner has claimed the shares.

The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members consecutively since 2015-16. Since the Company has not declared any dividend after the Financial Year 2015-16, no further amount or shares have become due for transfer to the IEPF Authority. Accordingly, no transfer of unpaid/unclaimed amounts or shares to the IEPF Authority was made during the Financial Years 2025-26.

15. Review of legal compliance reports under SEBI Listing Regulations

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

15.1. Compliances by the Company

The Company has duly complied with Corporate Governance requirements as specified under Regulation 17 to 27, Regulation 46 (2) clause (b) to (i) and Schedule V of the Listing Regulations.

Quarterly reports on compliance with Corporate Governance as per Regulation 27 of the Listing Regulations were duly filed with the stock exchanges within the stipulated time and same are also available on website of the Company.

15.2. Compliance certificate from practicing company secretary regarding compliance of conditions of corporate governance

In compliance with Regulation 34 and Schedule V of Listing Regulations, Company has received a Certificate from Practicing Company Secretary M/s. Yogesh K & Associates, Company Secretaries on compliance of the Corporate Governance norms. The same forms part of this report.

16. Chairman

The Company has appointed Mr. Yogesh Chander Munjal as the Chairman of the Company w.e.f. May 25, 2023. He is a Non-executive and Non-Independent Director of the Company.

16.1. CEO & MD / CFO Certification

The MD and the CFO have issued certificate pursuant to Regulation 17(8) reads with Part B of Schedule II of Listing Regulations certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs for the financial year ended March 31, 2026. The said certificate forms integral part of the Annual Report.

17. NON-MANDATORY REQUIREMENTS

Adoption of Non- Mandatory Requirements

In adherence with Regulation 27 (1) of Listing Regulations, the Company has voluntarily complied with following non-mandatory requirements:

a. **Shareholders' Rights**: The quarterly and year to date financial results/statements are published in newspapers and posted on Company's website i.e. www.shivamautotech.com.

b. **Modified Opinion(s) in Audit Report**: The Company continues to adopt best practices to ensure regime of Unmodified Opinion.

c. **Reporting of Internal Auditor:** The Internal Auditors have direct access to the Audit Committee and the Internal Auditors' presents their Audit Observations to the Audit Committee of Board.

d. **The Board:** The Chairman of the Company is a Non-Executive Non-Independent Director.

	For and on behalf of the Board	**For and on behalf of the Board**
	Neeraj Munjal	**Charu Munjal**
Place: Gurugram	**Managing Director**	**Whole Time Director**
Date: August 13, 2026	**DIN: 00037792**	**DIN: 03094545**

Compliance Certificate by Managing Directors and Chief Financial Office (CFO) pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

We hereby certify to the Board that:

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

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

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

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

(c) We are responsible for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit committee:

(i) Significant changes in Internal Control over financial reporting during the year;

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

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

Place: Gurugram	**(NEERAJ MUNJAL)**	**(DEVENDRA KUMAR GOYAL)**
Date: May 28, 2026	**Managing Director**	**Chief Financial Officer**
	DIN: 00037792	

CERTIFICATE OF COMPLIANCE OF CODE OF CONDUCT

I, **Neeraj Munjal**, Managing Director of the Company hereby certify that the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2025-26.

Sd/-
(NEERAJ MUNJAL)
MANAGING DIRECTOR
DIN: 00037792

Place: Gurugram
Date: May 28, 2026

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members of
Shivam Autotech Limited.

We have examined the compliance of conditions of Corporate Governance by Shivam Autotech Limited ("the Company") for the financial year ended on 31st March 2026, as per the Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Officers and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations, as applicable during the Financial Year ended 31st March, 2026.

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 Yogesh K & Associates
(Company Secretaries)

Place: New Delhi
Date: 13 August, 2026

CS Yogesh Kumar
Proprietor
M. No. A60866
C.P. No. 23576
PR 4659/2023
UDIN: A060866H001104535

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. BUSINESS OVERVIEW

FY 2025-26 was a challenging year for Shivam Autotech Limited. The Company's performance was impacted by working capital and liquidity constraints, which restricted production capacity and limited its ability to fully participate in available business opportunities during parts of the year.

At the same time, the underlying Indian automotive industry remained resilient, with major vehicle categories recording strong domestic sales during the year. Against this backdrop, management's focus during FY 2025-26 was on maintaining operational continuity, servicing customers, protecting established customer relationships and continuing investments in product development and organisational capabilities.

The Company reported revenue from operations of ₹ 409.58 crore during FY 2025-26 compared with ₹ 453.98 crore in FY 2024-25. EBITDA stood at ₹ 31.80 crore compared with ₹ 44.41 crore in the previous year, while EBITDA margin moderated to 7.76% from 9.78%. The Company reported a loss after tax of ₹ 81.33 crore compared with a loss of ₹ 48.04 crore in FY 2024-25.

The decline in operating performance was primarily attributable to lower business volumes arising from liquidity constraints, resulting in lower capacity utilisation and reduced operating leverage. Higher finance costs further affected the Company's profitability.

During the year, management remained focused on strengthening the Company's operating and financial foundation. Funding support received during December 2025 provided greater financial flexibility and enabled the Company to address a significant portion of the immediate working capital constraints.

Looking ahead, the Company's priorities are centred on restoring operating scale and capacity utilisation, improving manufacturing productivity, increasing customer and product participation, and selectively expanding its presence across automotive and non-automotive applications.

2. ECONOMIC ENVIRONMENT AND INDUSTRY OUTLOOK

Global Economic Environment

FY 2025-26 was characterised by an evolving global economic and geopolitical environment. While inflationary pressures moderated across several major economies, geopolitical developments, changing trade policies, supply-chain realignments and commodity-price volatility continued to influence manufacturing and investment decisions.

Manufacturing and industrial sectors experienced varying levels of recovery across geographies, while businesses continued to focus on operational efficiency, technology adoption and supply-chain resilience.

For the global automotive industry, these developments reinforced the importance of cost competitiveness, localisation and resilient sourcing networks. Automotive manufacturers and suppliers continued to balance investments across internal combustion engine, hybrid and electric vehicle platforms in response to changing regulatory requirements, technology developments and consumer preferences.

Automobile Domestic Sales Trends

(In Numbers)

Category	2021-22	2022-23	2023-24	2024-25	2025-26
Passenger Vehicles	30,69,523	38,90,114	42,18,746	43,01,848	46,43,439
Commercial Vehicles	7,16,566	9,62,468	9,67,878	9,56,671	10,79,871
Three Wheelers	2,61,385	4,88,768	6,91,749	7,41,420	8,36,231
Two Wheelers	1,35,70,008	1,58,62,087	1,79,74,365	1,96,07,332	2,17,05,974
Grand Total	**1,76,17,482**	**2,12,03,437**	**2,38,52,738**	**2,56,07,271**	**2,82,65,515**

Indian Economic Environment

India continued to demonstrate resilient economic fundamentals during FY 2025-26, supported by domestic consumption, infrastructure investment, manufacturing activity and continued policy support.

The manufacturing sector continued to benefit from increasing localisation, supply-chain diversification and adoption of automation and digital technologies. These structural trends remain favourable for Indian engineering and automotive component manufacturers with established manufacturing capabilities, customer relationships and the ability to meet evolving quality, cost and technology requirements.

Automotive Industry

The Indian automotive industry remained resilient during FY 2025-26, supported by domestic demand, infrastructure activity, improving consumer sentiment and increasing vehicle penetration.

According to the Society of Indian Automobile Manufacturers (SIAM), domestic passenger vehicle sales reached approximately 46.43 lakh units during FY 2025-26, while commercial vehicle sales stood at approximately 10.80 lakh units. Three-wheeler sales reached approximately 8.36 lakh units and two-wheeler sales approximately 2.17 crore units.

The industry's growth was accompanied by structural changes including premiumisation, increasing localisation, greater adoption of technology, evolving customer expectations and the gradual transition towards electric mobility.

For automotive component manufacturers, these trends create opportunities to participate in higher-value vehicle platforms, deepen customer relationships, develop new applications and increase localisation.

Electrification and Technology Transition

Electric mobility continued to gain momentum in India during FY 2025-26, although conventional powertrain technologies continued to account for a substantial proportion of overall vehicle volumes.

The transition towards electrification is changing the composition of component demand and creating opportunities for manufacturers capable of adapting their product portfolios and engineering capabilities to emerging vehicle architectures.

For Shivam Autotech, the transition reinforces the importance of maintaining a balanced product portfolio while selectively developing products relevant to emerging mobility applications. The Company continues to evaluate and develop EV-compatible products and components, leveraging its existing engineering and manufacturing capabilities.

The Company's strategy is not dependent on a single propulsion technology. Instead, it is focused on maintaining relevance across current vehicle platforms while building capabilities in areas where future mobility trends create commercially attractive opportunities.

Supply-Chain Realignment and Localisation

Global automotive supply chains continued to diversify as OEMs and Tier-1 suppliers sought to improve resilience and reduce concentration risks.

India's established automotive ecosystem, manufacturing capabilities, engineering talent and competitive cost structure position the country to benefit from this shift.

Increasing localisation by OEMs and Tier-1 suppliers and the continued diversification of global sourcing provide opportunities for Indian component manufacturers to increase domestic value addition and participate in international sourcing programmes.

For Shivam Autotech, these developments create opportunities to strengthen its participation across existing customer accounts, pursue new customers and applications and selectively expand its international presence.

3. BUSINESS PROFILE AND POSITIONING

Shivam Autotech Limited is primarily an automotive component manufacturer with capabilities spanning precision engineering utilising near net shape forging technology across all three temperature regimes – cold, warm & hot, machining, gear manufacturing, heat treatment and related manufacturing processes.

During FY 2025-26, approximately 97% of the Company's revenue was derived from the automotive business, with approximately 3% contributed by non-automotive applications.

The Company's automotive product portfolio includes transmission gears and shafts, steering components and other precision-engineered components supplied to leading Tier-1 suppliers and OEMs across domestic and international markets.

Non-Automotive Business

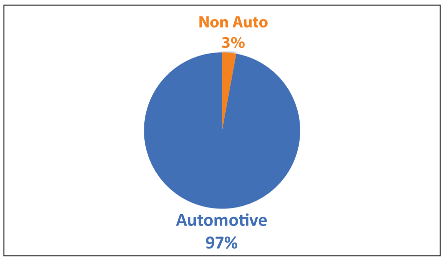
While automotive components remain the Company's core business, Shivam Autotech already supplies products across a range of non-automotive applications, including industrial components, renewable energy equipment, power-sector components and construction tools.

The Company is focused on strengthening its presence in these segments by leveraging its existing manufacturing capabilities, engineering expertise and process know-how.

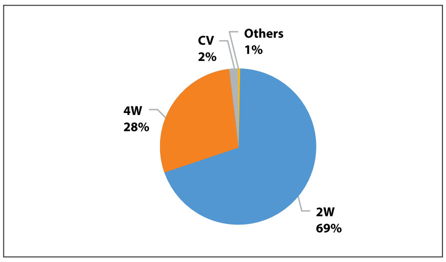
The objective is to build these businesses as complementary growth avenues while continuing to focus on the Company's core automotive operations.

Revenue Mix

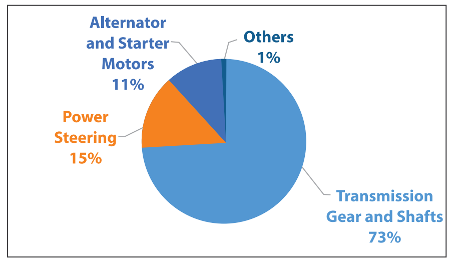
AUTOMOTIVE Vs. NON-AUTOMOTIVE %



AUTOMOTIVE SEGMENT %



AUTOMOTIVE CATEGORY %



4. COMPANY PERFORMANCE

Financial and Business Performance

FY 2025-26 was a challenging year for the Company, primarily due to working capital and liquidity constraints that affected production capacity and business volumes during parts of the year.

The funding support secured during December 2025 provided greater financial flexibility and enabled management to address a significant portion of the immediate working capital constraints. Management remained focused throughout the year on maintaining customer relationships, operational continuity and the capabilities required to support future growth.

Financial Snapshot

Particulars	FY 2024-25	FY 2025-26	Change
Revenue from Operations (₹ crore)	453.98	409.58	-9.8%
EBITDA (₹ crore)	44.41	31.80	-28.4%
EBITDA Margin	9.78%	7.76%	-202 bps
Loss After Tax (₹ crore)	48.04	81.33	69.29%

5. OPERATIONAL PERFORMANCE

Capacity Utilisation and Manufacturing Performance

Lower business volumes during FY 2025-26 resulted in reduced utilisation of the Company's manufacturing capacity and adversely affected fixed-cost absorption.

Improving capacity utilisation is therefore an important component of the Company's profitability improvement agenda. Management is focused on rebuilding business volumes, improving productivity, strengthening manufacturing efficiency and increasing operating leverage as financial flexibility improves.

Customer Relationships and Business Continuity

Maintaining customer relationships and continuity of supply remained an important priority during the year.

Despite the operating constraints experienced during FY 2025-26, the Company continued to focus on meeting customer requirements and protecting its established customer relationships.

The Company's existing relationships with domestic and international customers provide a foundation for increasing wallet share and pursuing additional business opportunities.

6. PRODUCT PORTFOLIO AND PRODUCT DEVELOPMENT

The Company continued to focus on strengthening its product portfolio and developing technically advanced and value-added products aligned with evolving customer requirements.

Management believes that maintaining product-development capabilities through a period of operating and financial constraints is important to protect the Company's future competitive position. Accordingly, available resources were deployed judiciously between supporting existing business requirements and progressing selected new-product opportunities.

The Company's product-development strategy is focused on leveraging its existing capabilities in precision manufacturing, forging, machining, gear manufacturing and related processes to participate in new applications and increase value addition.

7. NON-AUTOMOTIVE BUSINESS AND DIVERSIFICATION

Shivam Autotech's non-automotive business already spans industrial components, renewable energy equipment, power-sector components and construction tools.

The Company is focused on strengthening its presence in these segments by leveraging existing manufacturing infrastructure, engineering capabilities and process expertise.

The strategy is to build these businesses as complementary growth avenues, increase utilisation of existing capabilities and broaden the Company's customer and end-market base.

Diversification is therefore being pursued selectively, with emphasis on segments where the Company can establish a sustainable competitive position and generate attractive returns on deployed capabilities.

8. INTERNATIONAL MARKETS AND EXPORT OPPORTUNITIES

India's growing importance as a global manufacturing and sourcing destination continues to create opportunities for Indian automotive component manufacturers.

Shivam Autotech intends to leverage its manufacturing capabilities and customer relationships to selectively pursue international opportunities and expand its presence across global markets.

Increasing export participation can support customer and geographic diversification while providing access to additional growth opportunities beyond the domestic market.

9. FINANCIAL CONDITION, LIQUIDITY AND CAPITAL ALLOCATION

Strengthening the Company's financial position remains a key management priority. The Company is planning to pursue a Rights Issue during FY 2026-27, subject to requisite approvals and applicable regulatory and market conditions. The proposed capital raise is intended to strengthen the Company's financial position, support working capital requirements and provide the financial flexibility required to pursue identified business opportunities.

The Company remains focused on disciplined capital allocation, with priority given to maintaining operational continuity, supporting customer requirements, improving manufacturing efficiency and investing selectively in commercially attractive growth opportunities.

10. TECHNOLOGY, DIGITALISATION AND OPERATIONAL IMPROVEMENT

Digitalisation is an important component of the Company's efforts to strengthen operational discipline, process visibility and decision-making.

During FY 2025-26, the Company continued to focus on digitalisation initiatives aimed at strengthening process standardisation, data integrity, reporting visibility and control effectiveness across the organisation.

These initiatives are intended to improve the quality and timeliness of management information, strengthen process controls and support more data-driven decision-making across functions.

The Company's digitalisation agenda is being pursued alongside manufacturing and process-improvement initiatives, with the objective of creating a more efficient, transparent and scalable operating platform.

11. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

Shivam Autotech maintains an internal control framework designed to support operational efficiency, reliable financial reporting, safeguarding of assets and compliance with applicable laws and regulations.

The Internal Audit function reports to the Audit Committee and covers key operational and financial processes, including inventory controls, scrap reconciliation, bill-of-material verification and spares management.

Internal audit observations and recommendations are reviewed periodically by the Audit Committee, with corrective actions monitored for implementation.

The Company is also strengthening its digital processes with a focus on process standardisation, data integrity, reporting visibility and control effectiveness across the organisation.

Management believes that the internal control systems are adequate and commensurate with the size and complexity of the Company's operations.

12. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human capital remains an important enabler of the Company's operational and strategic priorities.

The Company employs personnel across manufacturing, engineering, quality, commercial and corporate functions, comprising skilled, semi-skilled and support personnel.

During FY 2025-26, management continued to focus on workforce capability, training, skill development, performance management and employee engagement.

As the Company strengthens its focus on productivity, digitalisation, automation and product development, capability building will remain important to ensuring that the organisation has the technical and managerial skills required to support its future growth.

Industrial relations remained cordial during the year.

13. SUSTAINABILITY AND RESPONSIBLE MANUFACTURING

Sustainability considerations continue to be integrated into the Company's manufacturing and operational practices, with a focus on energy efficiency, responsible resource utilisation, waste reduction and increased adoption of cleaner energy sources.

The Company continues to monitor its greenhouse gas emissions and pursue initiatives aimed at improving energy efficiency and increasing the use of renewable energy.

Sustainability is also becoming increasingly relevant to customer requirements and international supply chains. The Company therefore continues to strengthen its preparedness to meet evolving customer and regulatory requirements relating to sustainability and emissions data.

14. OPPORTUNITIES AND CHALLENGES

Opportunities

India's Automotive Growth

The continued expansion of India's automotive market provides a favourable structural backdrop for domestic component manufacturers. Growth across passenger vehicles, commercial vehicles, two-wheelers and other applications supports long-term demand for precision-engineered components.

Localisation

Increasing localisation by OEMs and Tier-1 suppliers presents opportunities for domestic component manufacturers with competitive quality, cost, delivery and engineering capabilities.

Global Sourcing and Supply-Chain Diversification

The diversification of global automotive supply chains create opportunities for Indian manufacturers to increase their participation in international sourcing programmes.

Premiumisation

The increasing share of utility vehicles and premium vehicle platforms can result in higher component content per vehicle and create opportunities for value-added products.

Electric Mobility

The gradual transition towards electric mobility creates opportunities for manufacturers capable of adapting their products and engineering capabilities to changing vehicle architectures.

Non-Automotive Applications

The Company's established presence in industrial components, renewable energy equipment, power-sector components and construction tools provides a platform to strengthen non-automotive revenues and broaden its end-market exposure.

Customer and Product Diversification

Increasing wallet share with existing customers, adding new customers and developing new products provide multiple avenues for future growth.

Challenges

Working Capital and Liquidity

Maintaining adequate liquidity and disciplined working capital management remains important to ensuring uninterrupted operations and enabling the Company to participate fully in available business opportunities. The Current fund raising activity through Right Issue is an important step in this direction.

Commodity and Energy Costs

Volatility in commodity pricing, energy and other input costs can affect manufacturing costs and profitability.

Customer Pricing Pressure

Competitive conditions and continuing cost optimisation by OEMs and Tier-1 suppliers can place pressure on component pricing and margins.

Technology Transition

Changes in vehicle architecture, electrification, safety requirements and manufacturing technologies require continuous investment in engineering and manufacturing capabilities.

Execution Risk

The Company's ability to convert its growth initiatives into financial performance will depend on successful execution across customer acquisition, product development, capacity utilisation, working capital management and manufacturing productivity.

15. STRATEGIC PRIORITIES AND FUTURE OUTLOOK

Market Outlook

The long-term outlook for the Indian automotive industry remains constructive, supported by economic growth, increasing vehicle penetration, infrastructure development, localisation and India's growing role as a global manufacturing and sourcing destination.

The Company also sees opportunities to strengthen its presence in non-automotive applications and international markets.

For Shivam Autotech, the immediate objective is to translate improved financial flexibility and the Company's existing manufacturing and customer capabilities into improved operating performance.

Strategic Priorities

(i) Restore Operating Scale and Capacity Utilisation

The Company will focus on rebuilding business volumes and improving utilisation of its manufacturing capacity. Higher utilisation, together with productivity improvements and cost discipline, is expected to support better operating leverage.

(ii) Deepen Customer Relationships

The Company intends to increase wallet share with existing customers while selectively pursuing new customer relationships across vehicle segments, applications and geographies.

(iii) Expand Product Participation

The Company will continue to develop new products and applications that leverage its existing engineering and manufacturing capabilities and respond to evolving customer requirements.

(iv) Strengthen Non-Automotive Presence

The Company intends to strengthen its presence in industrial components, renewable energy equipment, power-sector components and construction tools, building on its existing participation in these segments.

(v) Build Future-Ready Capabilities

The Company will continue to selectively develop capabilities relevant to electric mobility and evolving automotive technologies while maintaining a diversified product portfolio.

Management Outlook

The Company recognises that restoring sustainable growth and profitability will require execution of available orders.

The objective is not merely to restore historical revenue levels, but to build a more resilient business characterised by stronger customer participation, improved capacity utilisation and greater operational efficiency.

The Company enters FY 2026-27 with a clear focus on operational recovery and selective growth. Management believes that the combination of India's favourable automotive fundamentals, the Company's established manufacturing capabilities and customer relationships, its existing presence in non-automotive applications, ongoing product-development initiatives and planned measures to strengthen its financial position provides a foundation for improving business performance over the medium term.

16. KEY FINANCIAL RATIOS

In accordance with the applicable requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides details of significant changes in key financial ratios, i.e., changes of 25% or more compared with the immediately preceding financial year, together with explanations for such changes. Changes in Return on Net Worth are also disclosed with explanations.

SL No.	Particulars	Formula	FY 2025-26	FY 2024-25	In %	Reasons if any
1	Net Profit Margin	Net Profit after Tax/ Revenue from Operation	-0.20	-0.11	87.65	#
2	Debt Service Coverage Ratio	(Profit Before Tax + Finance Cost + Depreciation)/ (Finance Cost for the Period or Year + Principal Repayment made during the period or year + Interest Capitalised)	0.19	0.47	-59.95	##
3	Trade Receivable Turnover Ratio	Revenue from Operation /Average Accounts Receivable	7.38	6.19	19.25	

SL No.	Particulars	Formula	FY 2025-26	FY 2024-25	In %	Reasons if any
4	Inventory Turnover Ratio	Revenue from Operation /Average Inventory	4.96	5.62	-11.76	
5	Debt- Equity Ratio	(Long Term Debt + Short Term Debt/ Equity	-9.80	10.59	-192.58	Due to total equity turning negative from accumulated operational losses while total borrowings continued to increase.
6	Current Ratio	Current Asset/ Current Liability	0.76	0.46	66.94	Ratio improved due to a substantial reduction in current liabilities that outpaced the minor changes in current assets.
7	Return on Equity Ratio	Net profit after tax / Average Equity	-17.68	-1.10	1,502.19	###
8	Return on Capital Employed	"Earning before interest and taxes / Capital Employed"	-0.02	0.05	-129.47	Due to operating profitability decreases from a positive position into an operating loss.
9	Return on Investment	Net profit after tax / Total Asset	-0.17	-0.09	84.45	Due to increasing net losses while the total asset base contracted only slightly.
10	Trade payable Turnover Ratio	Net Credit Purchase /Average Trade payable	2.85	2.82	0.97	
11	Capital turnover Ratio	Net Sales /Capital Employed	1.56	2.18	-28.35	Due to decrease in revenue from operations occurring simultaneously with an expansion in total capital employed.

Ratio deteriorate due to increase in operational expenses mainly on account of finance cost.

Ratio deteriorated due to a drop in operating profits combined with increase in total debt servicing requirements, driven heavily by increased principal repayments.

Ratio deteriorated due to sharply increasing net losses alongside a severe erosion of the average equity base.

17. CAUTIONARY STATEMENT

Certain statements in this Annual Report and the Management Discussion & Analysis describing the Company's objectives, expectations, estimates, outlook, projections or predictions may constitute forward-looking statements within the meaning of applicable laws and regulations.

These statements are based on management's current expectations and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied.

Factors that may affect the Company's actual results include changes in economic conditions, automotive industry demand, customer requirements, commodity and energy prices, interest rates, foreign exchange movements, supply-chain conditions, technology changes, regulatory developments, competitive conditions, availability of financing and other factors beyond the Company's control.

The Company does not undertake any obligation to publicly update or revise any forward-looking statements, except as may be required under applicable laws and regulations.

For and on behalf of the Board
Neeraj Munjal
Managing Director
DIN: 00037792

For and on behalf of the Board
Charu Munjal
Whole Time Director
DIN: 03094545

Place: Gurugram
Date: August 13, 2026

Annexure - C

I. **Information as per Section 197 of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended March 31, 2026.**

a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year ended on 31st March, 2026:**

Name of Director	Nature of Directorship	Ratio
Mr. Neeraj Munjal	Managing Director	27.01
Mrs. Charu Munjal	Whole Time Director	12.28

All the Independent Directors/ Non-executive Directors were paid only sitting fees for attending the Board and Committee meetings, hence, their remuneration is not comparable.

b. **The percentage increase/decrease in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the Financial Year 2025-26:**

Name of Director	Nature of Directorship	% increase/ Decrease in the remuneration
Mr. Neeraj Munjal	Managing Director	NIL
Ms. Charu Munjal	Whole Time Director	NIL
Mr. Devendra Kumar Goyal	Chief Financial Officer	NIL
Mr. Shakti Mahana	Company Secretary	NIL

c. **The percentage increase in the median remuneration of employees in the financial year 2025-26: Nil**

d. **The number of permanent employees on the rolls of Company as on March 31, 2026: 749.**

e. **Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase/decrease in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil**

f. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board

Neeraj Munjal
Managing Director
DIN: 00037792

For and on behalf of the Board

Charu Munjal
Whole Time Director
DIN:03094545

Place: Gurugram
Date: August 13, 2026

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

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part as of Board's Report.

A) CONSERVATION OF ENERGY:

I. Steps taken or impact on conservation of energy:

Shivam's management places utmost priority on energy conservation initiatives and energy efficient technologies, reflecting the company's commitment to enhancing its bottom line and contributing positively to the environment. Shivam is dedicated to minimizing waste and optimizing energy consumption through continuous, innovative efforts. Key energy initiatives implemented over the past year include:

Energy Projects & activities taken up:

- Green Infrastructure: Implementing sustainable building practices and technologies.
- Digital Energy Monitoring Systems (EMS): Using EMS platform for electricity and power optimization.
- Timers for Equipment: Utilizing timers to automatically stop machines and hydraulic power packs during idle times.
- LED Lighting Upgrades: Ongoing deployment and replacement of conventional lights with energy-efficient LED lights across all plants.
- Induction Heater Automation: Integrating auto-run features with press cycles to optimize heating processes.
- Auto Air Blast: Implementing automatic air blasts in CNC turning centers to improve efficiency.
- Optimized Energy Usage Planning: Developing strategies for both direct and indirect energy sources to manage costs effectively.
- Enhanced Training: Providing training to identify and implement energy efficiency improvement projects.
- Management Review Meetings: Conducting focused meetings to review and enhance energy efficiency.
- Interplant Comparisons: Analyzing energy efficiency across different plants to identify best practices.
- Air Leakage Prevention: Regularly checking and fixing air leakages to prevent energy losses.
- Coil Cooler for DG Sets: Installing coil coolers to enhance the efficiency of diesel generators.
- Green Fuels: Switching to greener fuels like PNG and LPG.
- Temperature Settings: Setting chillers, air conditioners, and panel ACs to the minimum necessary temperature.
- Energy-Efficient Pumps: Providing energy efficient pumps for ETP/STP, water supply, and fire systems.
- Waste Recycling: Utilizing recycled waste materials effectively.
- Onsite Wastewater Treatment: Treating and reusing wastewater on-site.
- Rainwater Harvesting: Implementing systems to collect and use rainwater.
- Paper Recycling: Recycling of 4060 kgs of paper, saving 68 trees.

II. Steps taken by the Company for utilizing alternate sources of energy

Company has installed rooftop solar power systems at its Binola and Rohtak plants, resulting in significant reductions in electricity costs. The company is working on expanding solar rooftops in all plants with a projected installed capacity of 2 MW and a compact Hydroelectric powerplant at Haridwar plant with capacity of 1 MW. The company continues to advance its sustainability goals through effective waste management, including the recycling of steel and wood scrap, and optimizing the use of wastewater.

B) TECHNOLOGY ABSORPTION

I. Efforts made towards Technology Absorption

Technology leadership is at the core of all Research & Development activities of the Company. Your company values Technology as a key pillar to support business growth and believes that leadership in technology only can sustain business leadership.

The Company is conscious of implementation of latest technologies in key working areas. Technology is ever-changing and employees of the Company are made aware of the latest working techniques and technologies through workshops, group e-mails, and discussion sessions for optimum utilization of available resources and to improve operational efficiency.

The Company is involved in supporting the MAKE IN INDIA initiative of the Honourable Prime Minister by indigenizing various components as an import substitute to fulfill the continuous demand of our customers. The Company continues to use the latest technologies for improving the productivity and quality of its services and products. Development and improvement of products has been an inbuilt and ongoing activity within the existing manufacturing facilities. These activities also enabled the Company to reduce process waste, lower the energy consumption and increase productivity. R&D activities of the Company helped in development of novel materials & technologies resulting in enhanced product quality and improved process capabilities.

The Company is a pioneer of the net shape and near net shape technology, along with use of warm forging technology, especially in gear manufacturing. The Company has a suite of software for 2D & 3D CAD modelling, forging process simulation, machining process simulation, and gear design, which helps in optimized product and process design. This is further complemented by regular process innovations, and automation technologies employed for continuous improvement in the overall productivity, such as SCADA system for control and monitoring of heat treatment process furnaces. The Company has some of the most technologically advanced machines for high speed cold and hot forging, capable of producing more than 120 parts per minute, with precision and accuracy as per customer requirements. Moreover, the Company regularly works with several specialized technology companies for design and development of technologically complex components, sub-systems and systems. This has allowed the Company to file 46 process and product design patents, both in India & abroad.

The expenditure incurred on research, development and improvement of products is an indirect cost which is reflected in the financials of the company.

II. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

- Delivered highest ever exports in the midst of economic & geopolitical uncertainties across the Globe and unexpected sudden supply chain disruptions (Red Sea crisis).
- Registered Strong YOY growth across key segments – CV, PV and C&M.
- Registered significant business wins (across segments and across geographies) and added new customers.
- Continue to receive several recognitions from customers across the Globe for our manufacturing excellence, technological expertise and "Customer First" approach.
- Several growth initiatives (internal & external) underway including addition of new Products and new Customers.

C) Foreign Exchange Earnings/ Outgo:

Particulars	(Rupees In Lakhs)
Earnings	2,053.41
Outgo	364.71

__Annexure-E__

FORM No. MR-3

SECRETARIAL AUDIT REPORT

SECRETARIAL AUDIT REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

(Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Shivam Autotech Limited
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector – 61, Golf Course Extension Road,
Gurugram, Haryana – 122102

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shivam Autotech 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 authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)

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

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

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

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

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time; (Not Applicable to the listed entity during the Review Period)

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not Applicable to the listed entity during the Review 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, 2021 and amendments from time to time; (Not applicable to the Company during the audit period) and

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

   i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (applicable to the Company to the extent of Compliance of Regulation 76)

VI. As confirmed and certified by the management, there is no Sectoral law specifically applicable to the Company based on the Sectors /Businesses.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

2. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AS per information provided to us, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above except as below:

1. ***The Company has, during the year under review, filed few e-forms beyond the due dates and with additional fee including followings:***

    1. *Form DPT-3 was filed with additional fee of ₹ 1200.*
    2. *MGT-15 was filed with additional fee of ₹ 1200.*
    3. *Form CHG-9 was filed with additional fee of ₹ 3,600 vide SRN AC0250927.*
    4. *Form CHG-9 was filed with additional fee of ₹ 3,600 vide SRN AC0246593.*
    5. *Form CHG-9 was filed with additional fee of ₹ 3,600 vide SRN AC2357626.*
    6. *MGT-14 was filed with additional fee of ₹ 2,400 vide SRN AC2423097.*
    7. *MGT-14 was filed with additional fee of ₹ 1,200 vide SRN AC1154482.*
    8. *form CHG-9 was filed with additional fee of ₹ 3,600. vide SRN AC2482821.*
    9. *form CHG-9 was filed with additional fee of ₹ 3,600. vide SRN AC2483156.*

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, Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or on shorter notice for meetings, further the Meetings held at shorter notice for which necessary consents have been sought at the meeting, 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. Further the Company is advised to convene Board and Committee Meetings with due notice, and to resort to shorter notice only in exceptional circumstances, as permissible under the applicable provisions.

Decisions at the Board Meetings were taken requisite Majority/unanimously.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the KMPs and taken on record by the Board of Directors at their meeting(s), we are of the opinion that management has adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

I. During the period under review, the company has altered its Articles of Associations.

II. During the period under review, following charges was created, modified or satisfied, as per data available on MCA website:

Sr. No	Charge Id	Charge Holder Name	Date of Creation	Date of Modification	Date of Satisfaction	Amount
1	101262113	Vistra ITCL (India) Limited	16/01/2026	12/03/2026	-	1,20,00,00,000
2	101231029	Vistra ITCL (India) Limited	02/12/2025	12/03/2026	-	1,05,00,00,000
3	101231019	Vistra ITCL (India) Limited	27/11/2025	12/03/2026	-	2,45,00,00,000
4	101073522	Vistra ITCL (India) Limited	04/02/2025	-	10/12/2025	50,00,00,000
5	100828485	Catalyst Trusteeship Limited	22/08/2023	30/03/2024	16/03/2026	25,00,00,000
6	100833165	Catalyst Trusteeship Limited	07/08/2023	30/03/2024	20/03/2026	80,00,00,000
7	100707321	STCI Finance Limited	30/03/2023	11/06/2026	-	65,00,00,000
8	100682085	Yes Bank Limited	27/02/2023	-	31/01/2026	20,50,00,000
9	100470128	IDFC First Bank Limited	28/07/2021	30/07/2021	20/03/2026	10,00,00,000
10	100466112	Yes Bank Limited	29/06/2021	04/03/2023	31/01/2026	26,00,00,000
11	100447266	Yes Bank Limited	19/05/2021	04/03/2023	31/01/2026	41,00,00,000
12	100426653	IDFC First Bank Limited	18/03/2021	13/07/2021	06/04/2026	16,40,00,000
13	100427810	Hero Fincorp Limited	02/03/2021	17/01/2022	12/03/2026	11,09,00,000
14	100422637	HDFC Bank Limited	17/02/2021	12/06/2026	-	5,50,00,000
15	100197896	IDFC First Bank Limited	28/07/2018	17/05/2019	08/08/2025	15,00,00,000
16	100198215	IDFC First Bank Limited	28/07/2018	17/05/2019	07/01/2026	28,50,00,000
17	100177003	Yes Bank Limited	19/04/2018	12/04/2023	31/01/2026	10,00,00,000
18	100173635	Yes Bank Limited	05/04/2018	04/03/2023	31/01/2026	50,00,00,000
19	100173636	Yes Bank Limited	05/04/2018	04/03/2023	31/01/2026	50,00,00,000
20	100188250	Hero Fincorp Limited	31/03/2018	17/01/2022	25/06/2026	7,50,00,000
21	100072618	Yes Bank Limited	28/11/2016	04/03/2023	31/01/2026	50,00,00,000
22	100036612	Yes Bank Limited	16/06/2016	04/03/2023	31/01/2026	35,00,00,000
23	10546638	Yes Bank Limited	25/11/2014	04/03/2023	31/01/2026	50,00,00,000

For Yogesh K & Associates
(Company Secretaries)

CS Yogesh Kumar
Proprietor
M. No. A60866
C.P. No. 23576
PR 4659/2023
UDIN: A060866H001105503

Place: New Delhi
Date: August 13, 2026

Note: This report is to be read with our letter of even date which is annexed as Annexure- 1 and forms an integral part of this report.

‘Annexure A’

To,
The Members
Shivam Autotech Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Yogesh K & Associates
(Company Secretaries)

CS Yogesh Kumar
Proprietor
M. No. A60866
C.P. No. 23576
PR 4659/2023
UDIN: A060866H001105503

Place: New Delhi
Date: August 13, 2026

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 of
Shivam Autotech Limited
CIN: L34300HR2005PLC081531
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector 61, Golf Course Extension Road,
Gurugram, Haryana-122102

We have examined the following documents:

i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');

ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents')

as submitted by the Directors of Shivam Autotech Limited ('the Company') bearing CIN: L34300HR2005PLC081531 and having its registered office at 10, 1st Floor, Tower A, Emaar Digital Greens, Sector 61, Golf Course Extension Road, Gurugram, Haryana-122102 to the Board of Directors of the Company ('the Board') for the Financial Year ended 31st March, 2026 and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities. It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year ending 31st March, 2026, have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company*
1.	Mr. Neeraj Munjal	00037792	29.07.2005
2.	Mrs. Charu Munjal	03094545	28.05.2013
3.	Mr. Yogesh Chander Munjal	00003491	25.05.2023
4.	Mr. Sunil Chinubhai Vakil	02527630	21.12.2020
5	Dr. Anil Kumar Gupta	02643623	25.05.2023
6	Dr. Neetika Batra	10219725	02.07.2023

*the Date of appointment is as per MCA Portal.

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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2026.

For Yogesh K & Associates
(Company Secretaries)

Place: New Delhi
Date: August 13, 2026

CS Yogesh Kumar
Proprietor
M. No. A60866
C.P. No. 23576
PR 4659/2023
UDIN: A060866H001103545

Independent

Auditors' Report

To The Members Shivam Autotech Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **Shivam Autotech Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to:

1. Note 45 in the financial statements, which indicates that the Company incurred a net loss of Rs. 8,205.27 lakhs during the year ended March 31,2026, and, as of that date, the Company's current liabilities exceeded its current assets by Rs. 5,060.08 lakhs. As stated in Note 45, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Emphasis of Matter

We draw attention to:

1. Note 7 in the financial statements regarding management judgment for determining deferred tax assets of ₹ 1989.25 Lakhs for earlier years which is available to the Company on the assumption that there will be sufficient future taxable profits. As a matter of prudence, deferred tax assets have been recognized till March 31, 2021. Deferred tax assets have not been recognized for year ended March 31, 2026.
2. Note 10.1 in the financial statements regarding booking of material consumption and accounting impact of physical verification more fully explained in the said note.

Our opinion is not modified in respect of above matters.

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. We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility & Sustainability Report and Report on Corporate Governance and Shareholder's information but does not include the Financial Statements and our auditor's report thereon.

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

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

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

Responsibilities of the Management and Those Charged with Governance 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 including other comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management and Board of Directors are 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken based on 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report 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 including Other Comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

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

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

   f) With respect to the adequacy of the internal financial controls with reference to the Financial Statements 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 with reference to the Financial Statements.

   g) With respect to the Other Matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanation given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

      i. The Company has disclosed the impact of pending litigations as at March 31, 2026 on its financial position in its Financial Statements. Refer note 31 to the Financial Statements.

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

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

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

      (b) Management has represented to us that, to the best of its knowledge and belief no funds have been received by the Company from any person(s) or entities, 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;

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

      (v) In our opinion, and according to the information and explanations given to, the Company has not declared and paid dividend during the year. Hence, the provisions of Section 123 to the Act are not applicable to the Company and have not been commented upon.

      (vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and audit trail has been preserved by the company as per the Statutory requirements for record retention.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

Sanjay Kumar Agrawal
Partner
Membership Number: 089090
UDIN: 26089090LDCRHC4686

Place: New Delhi
Date: May 28, 2026

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 of Shivam Autotech Limited of even date)

i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years which is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the Company.

(d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or Intangible Assets or both during the year.

(e) 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.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the coverage and the procedure of such verification by the management is appropriate. The Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verifications.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of rupees five crores, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of accounts of the Company except as mentioned in the table.

₹ in Lakhs

Quarter Ended	Value per books of account	Value per quarterly return/ statement	Difference	Remarks
June, 30 2025	10,009.21	10,009.21	-	The Company has not claimed Drawing Power (DP) on certain Current assets. DP is calculated as per norms of the Lenders.
September 30, 2025	9,578.34	9,578.34	-	
December 31, 2025	10,183.43	10,183.43	-	
March 31, 2026	11,089.45	10,191.64	897.81	Drawing Power (DP) Statement was submitted on March 25, 2026, based on provisional financial statements.

iii. (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) The Company has not granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(d) The Company has not granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company

(e) The Company has not granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

(f) 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 Liabilities Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

iv. There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

v. 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. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to its products and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

vii. a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have not generally been regularly deposited by the Company with the appropriate authorities though the delays in deposits have not been serious in nature. There were no undisputed amount payable I respect of goods and service tax, Provident fund, employee's state insurance, income tax, sales tax, service tax, duty of Customs, duty of excise, value added tax, cess and other statutory dues applicable in arrears, as at March 31, 2026, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Gross Amount in dispute (In ₹ lakhs)	Amount Deposited (in ₹ lakhs)	Period to which the amount relates	Forum where dispute is pending
The Goods & Service Tax Act 2017	Output Tax Liability	58.88	2.66	2017-18	Excise and Taxation officer of state, Haryana
The Goods & Service Tax Act 2017	Output Tax Liability	101.66	3.11	2020-21	Excise and Taxation officer of state, Haridwar, Uttarakhand
The Goods & Service Tax Act 2017	Output Tax Liability	75.54	6.85	2019-20	Excise and Taxation officer of state, Kolar
The Goods & Service Tax Act 2017	Excess availment of ITC	456.26	-	2018-19	Excise and Taxation officer of state, Haridwar, Uttarakhand
The Goods & Service Tax Act 2017	Output Tax Liability	0.40	-	2020-21	Excise and Taxation officer of state, Haridwar, Uttarakhand
The Goods & Service Tax Act 2017	Excess Claim of ITC	123.85	6.97	2019-20	Excise and Taxation officer of state, Kolar

Name of the statute	Nature of the dues	Gross Amount in dispute (In ₹ lakhs)	Amount Deposited (in ₹ lakhs)	Period to which the amount relates	Forum where dispute is pending
Karnataka Value Added Tax, 2003	Non-Submission of Form F	28.76	-	2016-17	Commercial Tax Officer, (Audit), Kolar
Karnataka Value Added Tax, 2003	Non-Submission of Form F	31.03	-	2017-28	Commercial Tax Officer, (Audit), Kolar
The Employees Provident Fund Act & Misc. Provision Act, 1952	PF Liability	23.55	7.06	2015-17	Central Government Industrial Tribunal/EPFAT, Lucknow

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, prima facie, we report that that fund raised on short-term basis to the extent of ₹ 3,325.87 Lakhs have been used for long term purposes mainly due to losses in earlier years.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.

x. (a) The Company has not raised any money during the year by way of initial public offer / 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.

(b) The Company has complied with the provisions of Sections 42 and 62 of the Companies Act, 2013 in respect of optionally convertible debentures and non-convertible debentures issued during the year. The funds raised have been utilized for the purposes for which they were raised, except for idle/surplus funds amounting to ₹ 1,873.65 lakhs which were not required for immediate utilization and have been temporarily parked in the Company's escrow accounts pending deployment for the stated objects.

xi. (a) No fraud by the Company or no material fraud on the Company 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, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

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

xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.

xiii. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

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

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.

(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) In our opinion and based on the representation received from the management, there is no Core Investment Company as a part of the Group as defined in the Core Investment Companies (Reserve Bank) Directions, 2016, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has incurred cash losses of ₹ 3,501.99 lakhs in the current financial year and ₹ 567.56 lakhs in the previous 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 no.44 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 provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

Sanjay Kumar Agrawal
Partner
Membership Number: 089090
UDIN: 26089090LDCRHC4686

Place: New Delhi
Date: May 28, 2026

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 Shivam Autotech Limited of even date)

We have audited the internal financial controls with reference to the financial statements of **Shivam Autotech Limited** ("the Company") as of March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to the financial statements

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

Inherent Limitations of Internal Financial Controls with reference to the financial statements

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following control weaknesses have been identified with reference to the financial statements as at March 31, 2026:

i. The Company's internal control in respect of booking of material consumption, booking of proper inventory and reconciliation of old stock lying with third party and allocation of fixed and variable overheads on product costing periodically, were not operating effectively during the current financial year to arrive at the correct value of stock including physical inventory, which could potentially result in misstatement of value of inventories and cost of goods sold as on March 31, 2026.

In view of this, the management has conducted physical verification of inventories as on March 31, 2026, and has also done reconciliation of consumption etc. in order to arrive at the correct value of inventories and cost of goods sold as on March 31, 2026. The discrepancies observed on such verification have been appropriately accounted for in the financial statements.

ii. The Company's internal control in respect of vendors/ customers reconciliation process were not effectively operating during the current financial year. The management is in process of improving the vendors/ customers reconciliation process and frequency of the reconciliation with vendors/ customers.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting with reference to these financial statements as of March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting with reference to these financial statements were operating effectively as of March 31, 2026.

Explanatory Paragraph

We have also audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ("ICAI"), as specified under Section 143(10) of the Act, the financial statements of the Company, which comprise the balance sheet as at March 31, 2026, and the statement of profit and loss, statement of changes in equity and statement of cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information. The material weaknesses given above were considered in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company and this report does not affect our report dated May 28, 2026, which expressed an unmodified opinion on these financial statements.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

Sanjay Kumar Agrawal
Partner
Membership Number: 089090
UDIN: 26089090LDCRHC4686

Place: New Delhi
Date: May 28, 2026

BALANCE SHEET AS AT MARCH 31, 2026

(₹ In Lakhs)

	Note	As at March 31, 2026	As at March 31, 2025
A) ASSETS			
1) Non - current assets			
(a) Property, plant and equipment	4	27,056.96	30,222.24
(b) Right of use asset	5.1	255.71	340.95
(c) Capital work - in - progress	5.3	122.31	57.76
(d) Intangible assets	4	25.04	25.97
(e) Intangible assets under development		-	-
(f) Financial assets			
(i) Loans	6	-	-
(ii) Others	6	712.53	1,140.95
(g) Deferred tax assets (net)	7	1,989.25	2,869.82
(h) Income tax assets (net)	8	403.89	354.81
(i) Other non - current assets	9	70.12	132.20
Total non-current assets		**30,635.81**	**35,144.70**
2) Current assets			
(a) Inventories	10	8,196.34	8,325.19
(b) Financial assets	11		
(i) Trade receivables	11.1	4,957.32	6,135.41
(ii) Cash and cash equivalents	11.2	13.90	21.92
(iii) Bank Balances other than (ii) above	11.3	2,219.66	658.15
(iv) Loans	11.4	59.50	46.04
(v) Others	11.5	6.58	80.84
(c) Other current assets	12	798.96	672.99
Total current assets		16,252.26	15,940.54
Total Assets		**46,888.07**	**51,085.24**
B) EQUITY AND LIABILITIES			
1) EQUITY			
(a) Equity share capital	13	2,629.90	2,629.90
(b) Other equity	13.1	(6,698.11)	518.25
Total equity		**(4,068.21)**	**3,148.15**
2) LIABILITIES			
Non - current liabilities			
(a) Financial liabilities	14		
i) Borrowings	14.1	28,566.55	11,872.19
ii) Lease Liabilities	5.2	265.44	368.90
iii) Other financial liabilities	17.3	35.21	66.23
(b) Provisions	15	756.74	713.32
(c) Other non-current liabilities	16	20.00	20.91
Total non-current liabilities		**29,643.94**	**13,041.55**
Current liabilities			
(a) Financial liabilities	17		
(i) Borrowings	17.1	11,312.18	21,462.32
(ii) Trade payables	17.2		
- Dues of micro enterprises & small enterprises		1,110.55	1,955.15
- Other trade payable		2,712.07	4,440.94
(iii) Lease Liabilities	5.2	158.45	158.45
(iv) Other financial liabilities	17.3	5,267.97	5,465.25
(b) Other current liabilities	18	729.61	1,367.18
(c) Provisions	19	21.51	46.25
Total current liabilities		21,312.34	34,895.54
Total Equity & Liabilities		**46,888.07**	**51,085.24**
Corporate Information	1		
Basis of preparation of financial statement	2		
Material accounting policies	3		
The accompanying notes 1 to 51 forms an integral part of the financial statement.			

As per our report of even date attached
For NSBP & Co.
Chartered Accountants
Firm Regn. No. 001075N

For & on behalf of the Board of Directors of Shivam Autotech Limited

Sd/-
Sanjay Kumar Agrawal
Partner
Membership Number: 089090

Sd/-
Neeraj Munjal
Managing Director
DIN : 00037792

Sd/-
Charu Munjal
Whole Time Director
DIN: 03094545

Sd/-
Devendra Kumar Goyal
Chief financial Officer
PAN No. AGNPG1981F

Sd/-
Shakti Kant Mahana
Company Secretary
M No A69273

Place : New Delhi
Dated : May 28, 2026

Place : Gurugram
Dated: May 28, 2026

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(₹ In Lakhs)

	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
Income			
Revenue from Operations	20	40,957.97	45,398.28
Other Income	21	244.55	250.42
Total Income		**41,202.52**	**45,648.70**
Expenses			
Cost of materials consumed	22	14,536.91	16,915.91
Changes in inventories of finished goods and Work in Progress	23	350.96	(627.79)
Consumptions of Stores & Spares		3,334.48	4,152.88
Job work charges		1,810.73	2,093.13
Employee benefit expenses	24	5,457.67	5,706.46
Finance cost	25	6,792.05	5,940.62
Depreciation and amortization expenses	26	3,596.66	3,317.90
Other expenses	27	12,287.23	12,716.77
Total Expenses		**48,166.69**	**50,215.88**
Profit/(Loss) before exceptional items and tax		(6,964.17)	(4,567.18)
Exceptional Items :	43		
Statutory impact of new labour codes		111.58	-
Permanent Workers wage settlement		176.84	-
Profit/(Loss) before tax		**(7,252.59)**	**(4,567.18)**
Tax expense:	28		
a) Current tax		-	-
b) Deferred tax		-	-
c) MAT Credit Reversal		880.57	237.01
Net Profit/(Loss) for the year after tax from continuing operations		**(8,133.16)**	**(4,804.19)**
Profit / (Loss) from discountinued operation after tax		-	-
Profit / (Loss) for the Year		**(8,133.16)**	**(4,804.19)**
Other comprehensive income			
Item that will not be reclassified to profit or loss			
Remeasurement (losses)/gains on defined benefit plans	29	(72.11)	62.63
Changes in fair value of financial assets	29	-	1.21
Income tax relating to items that will be reclassified to profit or loss	28	-	-
Other comprehensive income for the year, net of tax		**(72.11)**	**63.84**
Total Comprehensive income for the year, net of tax		**(8,205.27)**	**(4,740.35)**
Earning per equity share (Face value of ₹ 2/-each)	30		
For continuing operations			
(1) Basic (In ₹)		(6.19)	(3.89)
(2) Diluted (In ₹)		(6.19)	(3.89)
Corporate Information	1		
Basis of preparation of financial statement	2		
Material accounting policies	3		
The accompanying notes 1 to 51 forms an integral part of the financial statement.			

As per our report of even date attached
For NSBP & Co.
Chartered Accountants
Firm Regn. No. 001075N

For & on behalf of the Board of Directors of Shivam Autotech Limited

Sd/-
Sanjay Kumar Agrawal
Partner
Membership Number: 089090

Sd/-
Neeraj Munjal
Managing Director
DIN : 00037792

Sd/-
Charu Munjal
Whole Time Director
DIN: 03094545

Place : New Delhi
Dated : May 28, 2026

Sd/-
Devendra Kumar Goyal
Chief financial Officer
PAN No. AGNPG1981F

Sd/-
Shakti Kant Mahana
Company Secretary
M No A69273

Place : Gurugram
Dated: May 28, 2026

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON MARCH 31, 2026

(₹ In Lakhs)

		As at year ended March 31, 2026	As at year ended March 31, 2025
A	**Cash flow from operating activities**		
	Net Profit Before Taxation and Exceptional activities	(7,252.59)	(4,567.18)
	Adjustments for:		
	Depreciation & amortisation expense	3,596.66	3,317.90
	Provision for Doubtful debts/Execpted Credit Loss	179.69	614.41
	Profit/(Loss) on sale of Property, Plant & Equipment	(8.00)	(7.42)
	Foreign Exchange Fluctuation	(28.25)	67.31
	Government Grant	(0.91)	(0.91)
	Interest received on Fixed deposits	(69.41)	(66.34)
	Finance Cost	6,792.05	5,940.62
	Assest Written off	2.51	-
	Miscellaneous income	(28.22)	(174.85)
	Operating profit before working capital changes	**3,183.53**	**5,123.54**
	Adjustment for working capital changes:		
	(increase)/decrease in trade receivables	998.40	1,201.79
	(increase)/decrease in inventories	128.86	(492.10)
	increase/ (decrease) in trade payable	(2,573.47)	865.38
	(increase)/decrease in loans & advances/ Other current and non current assets	(59.66)	819.72
	increase/ (decrease) in current and non current liabilities & provisions	(1,129.38)	359.65
	Cash from operations	**548.28**	**7,877.98**
	Direct taxes (paid)/ refund (net)	(49.09)	(138.72)
	Net cash from operating activities	**499.19**	**7,739.26**
B	**Cash flow from investing activities**		
	Purchase of Property, Plant & Equipment including capital work in progress & Capital Advances	(427.91)	(720.69)
	Changes in Investing Activity	484.99	-
	Proceeds from sale of Property, Plant & Equipment	8.00	12.45
	Changes in Investing Activity	(1,561.51)	-
	Interest received on Fixed deposits	69.41	66.34
	Net cash used in investing activities	**(1,427.02)**	**(641.90)**
C	**Cash flow from financing activities**		
	Proceeds from/(repayment of) from short term borrowings (net)	(10,150.14)	987.03
	Proceeds from/(repayment of) of long term borrowings (net)	16,612.40	(3,506.33)
	Repayment of Lease Liabilities	(103.46)	(87.98)
	Interest paid	(5,438.99)	(4,528.84)
	Net cash used in financing activities	**919.81**	**(7,136.12)**
	Net (decrease)/increase in cash or cash equivalents	**(8.02)**	**(38.76)**
	Cash or cash equivalents at beginning of the year	21.92	60.68
	Cash or cash equivalents as at March 31, 2026	**13.90**	**21.92**
	Note:		
	1) Previous year figures have been regrouped/restated wherever considered necessary		
	2) Figures in bracket represents cash outflow		
	3) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS-7) 'Statement of Cash Flow'.		
	Components of cash and cash equivalents as at		
	Cash and cash equivalents:		
	Cash and cash equivalents	13.90	21.92
	Cash and cash equivalents	**13.90**	**21.92**

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON MARCH 31, 2026

(₹ In Lakhs)

4) Changes in liabilities arising from financing activities (FY 2025-26)

Particulars	As at April 01, 2025	Cash Flows	Ind as adjustment & OCD Converted in equity shared	As at the end March 31, 2026
Non-Current Borrowings	18,521.62	16,612.40	81.97	**35,215.99**
Current Borrowings	14,812.89	(10,150.14)	-	**4,662.75**

4) Changes in liabilities arising from financing activities (FY 2024-25)

Particulars	As at April 01, 2024	Cash Flows	Ind as adjustment & OCD Converted in equity shared	As at the end March 31, 2025
Non-Current Borrowings	24,527.95	(3,506.33)	(2,500.01)	**18,521.62**
Current Borrowings	13,825.87	987.03	-	**14,812.89**

Corporate Information	1
Basis of preparation of financial statement	2
Material accounting policies	3

The accompanying notes 1 to 51 forms an integral part of the financial statement.

As per our report of even date attached
For NSBP & Co.
Chartered Accountants
Firm Regn. No. 001075N

For & on behalf of the Board of Directors of Shivam Autotech Limited

Sd/-
Sanjay Kumar Agrawal
Partner
Membership Number: 089090

Sd/-
Neeraj Munjal
Managing Director
DIN : 00037792

Sd/-
Charu Munjal
Whole Time Director
DIN: 03094545

Place : New Delhi
Dated : May 28, 2026

Sd/-
Devendra Kumar Goyal
Chief financial Officer
PAN No. AGNPG1981F

Sd/-
Shakti Kant Mahana
Company Secretary
M No A69273

Place : Gurugram
Dated: May 28, 2026

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

(₹ In Lakhs)

A Equity Share capital

Balance of Equity Share Capital	Balance As at March 31, 2026	Changes during the year	Balance As at March 31, 2025	Changes during the year	Balance As at March 31, 2024
Equity shares of ₹ 2/- each issued, subscribed and fully paid up	2,629.90	-	2,629.90	185.46	2,444.44

B Other Equity

	Reserves and surplus					Other comprehensive income	Total
	Capital Redemption Reserve	General Reserve	Retained earnings	Equity Component	Security Premium	Acturial loss / gain on defined benefit obligation	
Balance As at March 31, 2024	**5.00**	**5,068.60**	**(5,862.40)**	**170.84**	**3,555.56**	**177.28**	**3,114.88**
Losses of the year			(4,804.19)				(4,804.19)
Other Comprehensive Income (net of Income tax)						63.84	63.84
Change during the Year	-	-	-	(170.84)	2,314.56		2,143.72
Balance As at March 31, 2025	**5.00**	**5,068.60**	**(10,666.59)**	**-**	**5,870.12**	**241.12**	**518.25**
Losses of the year			(8,133.16)				(8,133.16)
Other Comprehensive Income (net of Income tax)						(72.11)	(72.11)
Change during the Year	-		-	988.91	-		988.91
Balance As at March 31, 2026	**5.00**	**5,068.60**	**(18,799.75)**	**988.91**	**5,870.12**	**169.02**	**(6,698.11)**

The description of the nature and purpose of each reserve within equity is as follows:

1. Capital redemption reserve was created consequent to redemption of preference share capital, as required under the provisions of the Companies Act, 1956. This reserve shall be utilised in accordance with the provisions of Companies Act, 2013.
2. General reserve represents the statutory reserve, this is in accordance with Indian coporate law wherein a portion of profit is appropriated to general reserve. Under the erstwhile Companies Act, 1956, it was mandatory to transfer the amount before a company can declare a dividend, however under the Companies Act, 2013, transfer of any amount to general reserve is at the discretion of the company.
3. Retained earnings represents undistributed profits of the Company which can be distributed to its equity shareholders in accordance with the requirement of the Companies Act, 2013.
4. Securities Premium was credited when Right shares were issued at premium and optionally convertiable debenture converted into equity share at premium. It is utilised in accordance with the provisions of the Act, to issue bonus Shares to provide for premium on redemption of shares, write -off equity related expenses like underwriting cost etc.
5. Other Comprehensive Income (OCI) represent the balance in equity for items to be accounted in OCI. OCI is classified into (i) items that will not be reclassified to statement of profit and loss, and (ii) items that will be reclassified to statement of profit and loss.
6. The Board of Directors, at its meeting held on February 20, 2025, approved the allotment into 92,72,997 (Ninety-Two Lakh Seventy-Two Thousand Nine Hundred Ninety-Seven) fully paid-up equity shares as per the terms of conversion of Optionally Convertible Debentures into equity shares.

Corporate Information	1
Basis of preparation of financial statement	2
Material accounting policies	3

The accompanying notes 1 to 51 forms an integral part of the financial statement.

As per our report of even date attached
For NSBP & Co.
Chartered Accountants
Firm Regn. No. 001075N

For & on behalf of the Board of Directors of Shivam Autotech Limited

Sd/-
Sanjay Kumar Agrawal
Partner
Membership Number: 089090

Sd/-
Neeraj Munjal
Managing Director
DIN : 00037792

Sd/-
Charu Munjal
Whole Time Director
DIN: 03094545

Sd/-
Devendra Kumar Goyal
Chief financial Officer
PAN No. AGNPG1981F

Sd/-
Shakti Kant Mahana
Company Secretary
M No A69273

Place : New Delhi
Dated : May 28, 2026

Place : Gurugram
Dated: May 28, 2026

1 Corporate Information

Shivam Autotech Limited (the 'Company') was established in the year 1999, and was initially known as Munjal Auto Components till July, 2005. The Company got converted to a separate Public Limited Company w.e.f. 29th July, 2005. In pursuant to the scheme of Demerger & arrangement, the Gurgaon Unit was transferred to Shivam Autotech Limited on 1st August, 2005.The Company has been engaged in the manufacturing of Near-Net- Shaped, auto transmission components mainly for Original Equipment Manufacturers (OEMs). The product range includes various types of transmission gears, transmission shafts, spline shafts, plunger, power train components, and employing cold/warm/hot forging techniques. The Company has four state-of-the-art manufacturing facilities, located at Gurugram, Haridwar, Bengaluru & Rohtak.

The Company is listed on the National Stock Exchange and Bombay Stock Exchange of India. These financial statements are presented in Indian Rupees (₹).

2 Statement of Compliance and Basis of preparation

a) Basis of Preparation

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time)] and presentation requirements of Division II of Schedule III to the Companies Act, 2013 as applicable and other relevant provisions of the Act as applicable.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities that are measured at fair value (refer accounting policy regarding financial instrument) at the end of each reporting period and
- Derivative financial instruments.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

This financial statement has been reported in ₹ million, except for information pertaining to number of shares and earnings per share information. The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates.

b) Functional and presentation currency

The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to lakhs upto two decimal places, unless otherwise indicated.

c) Operating cycle

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

d) Use of judgments and estimates

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent liabilities and contingent assets at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

3 Summary of Material Accounting Policies

A) Current versus Non Current Classification

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

B) Foreign Currencies

(i) Functional and presentation currency

The Company's financial statements are presented in Indian Rupee (INR), which is also the Company's functional currency

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

C) Property, plant and equipment

i) Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, and any directly attributable cost of bringing the asset to working condition for its intended use.

General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. The cost of replacing part of an item of property, plant and equipment or major inspections performed, are recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of all other repairs and maintenance are recognized in the statement of profit & loss as incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.Such costs include direct costs, attributable overheads, and borrowing costs eligible for capitalization in accordance with Ind AS 23, where applicable. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment is derecognized when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss in the period in which the asset is derecognised.

The residual values, useful lives, and method of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Subsequent Expenditure

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the Property, Plant and Equipment and the resultant gain or losses are recognized in the statement of profit and loss.

ii) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values, and is recognized in the statement of profit and loss. Depreciation on property, plant and equipment is provided on Straight Line Method at the rates determined on the basis of useful life of the assets as prescribed in Schedule II of the Companies Act, 2013.

Useful Life as per Schedule II of Companies Act 2013 (in years)	
-Plant & Machinery	15-25
-Electric Installation	10
-Buildings	30
-Computers	3
-Computer Server	6
-Office equipment	5
-Furniture & fixtures	10
-Vehicles	8
-Lease hold Improvements	Amortised over the period of lease

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e. from (upto) the date on which the property, plant and equipment is available for use (disposed off).

Property, Plant and Equipment individually costing below ₹ 5,000 are fully depreciated during the year they are put to use.

*Change in life of Plant & Machinery (Furnace) from 15 Years to 25 Years w.e.f. 01st April, 2021"

D) Intangible assets

i) Recognition & measurement and amortization

Intangible Assets are recognized, if the future economic benefits attributable to the assets are expected to flow to the company and cost of the asset can be measured reliably. All other expenditure is expensed as incurred. The same are amortized over the expected duration of benefits. Such intangible assets are measured at cost less any accumulated amortization and impairment losses, if any and are amortized over their respective individual estimated useful life on straight line method.

The estimated useful lives are as follows: Computer Software 4 years

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

Intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable. All impairment losses are recognised immediately in profit or loss.

An item of intangible asset is derecognised when no future economic benefit are expected to arise from the continued use of the asset or upon disposal.

Any gain or loss on disposal of an item of intangible assets is recognized in statement of profit or loss.

E) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash flows are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Units ('CGUs').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

In respect of assets for which impairment loss has been recognized in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

F) Financial instruments

i) Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at fair value of the consideration received or receivable. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent measurement

(i) Financial assets carried at amortized cost

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

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss.

When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss. Equity instruments are subsequently measured at fair value. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis. Fair value gains and losses recognized in OCI are not reclassified to profit and loss.

(iii) Financial assets at fair value through profit or loss

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

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company applies the simplified approach permitted under Ind AS 109 for trade receivables and recognizes lifetime expected credit losses using a provision matrix that is based on historical loss experience, adjusted for current conditions and forward-looking information, including macroeconomic factors affecting customers' ability to settle the receivables.

iv) Derecognition

Financial Assets

Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

v) Reclassification of financial assets and financial liabilities

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

vi) Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit or loss.

vii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

G) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using other valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values for measurement and/ or disclosure purposes are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - This includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. Derived from prices).

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. Transfers between levels of the fair value hierarchy are recognized at the end of the reporting period during which the change has occurred.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as financial instruments, and non-recurring measurement, such as impairment of assets.

Where appropriate, valuation techniques such as discounted cash flow analysis and other valuation models are used to determine fair value.

Disclosures include quantitative and qualitative information about the significant unobservable inputs used in Level 3 measurements and the impact of those inputs on the fair value measurement.

H) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable. Provisions, contingent liabilities, and contingent assets are reviewed at each reporting date and adjusted to reflect the current best estimates.

I) Revenue from Contract with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred (performance obligation) to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Goods and Service Tax ('GST') is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

i) Revenue from Sale of goods-

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

ii) Warranty obligations

The Company typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

iii) Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

iv) Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, in such cases only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

v) Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

J) Other Income

i) Interest

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effectctive interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, security deposit, prepayment etc.) but does not consider the expected credit losses

ii) Duty drawback and export incentives

Income from export incentives is recognized on an accrual basis

iii) Insurance claim

Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

K) Employee Benefits

i) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined contribution plans

Employees benefits in the form of the Company's contribution to Provident Fund, Family Pension scheme and Employees State Insurance are defined contribution schemes. The Company recognizes contribution payable to these schemes as an expense, when an employee renders the related service. If the contribution payable exceeds contribution already paid, the deficit payable is recognized as a liability (accrued expense), after deducting any contribution already paid. If the contribution already paid exceeds the contribution due for service before the end of the reporting period. The Company recognize that excess as an asset (prepaid expense) to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

iii) Defined benefit plans

Retirement benefits in the form of gratuity are considered as defined benefit plans. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary. The Company contributes to the gratuity fund, which are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet.

When the calculation results in a potential asset for the company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements comprising actuarial gains and losses, changes in the fair value of plan assets (excluding interest income), and adjustments for the asset ceiling effect (if applicable), are recognized immediately in Other Comprehensive Income and are not reclassified to profit or loss in subsequent periods. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognized in statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in statement of profit or loss. The company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv) Other long-term employee benefits

Employee benefits in the form of long term compensated absences are considered as long term employee benefits. The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognized in profit or loss in the period in which they arise.

The liability for long term compensated absences are provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

L) Valuation of inventories

i) **Finished goods :** are valued at lower of cost or net realizable value. Scrap is valued at net realizable value. cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. cost of Finished goods includes excise duty.

ii) **Work in progress :** is valued at raw material cost including proportionate production overheads.

iii) **Stores, spares and raw materials :** are valued at lower of cost or net realizable value. However materials & other items held for use in the production of inventories are not written below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. cost of purchases is assessed on first in first out (FIFO) method.

Costs of raw materials and stores include all costs of purchase, conversion, and other costs incurred in bringing the inventories to their present location and condition.

iv) **Net realizable value :** is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Inventory is assessed for impairment at each reporting date, and provision is made for slow-moving, obsolete, or damaged inventory to reflect net realizable value.

m) Foreign Exchange Transactions / Translations / Hedge Accounting

Standalone financial statements have been presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

- Initial recognition

  Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction.

- Conversion

  Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined. Exchange differences on monetary items related to foreign operations are recognized in profit or loss, except those that form part of the net investment in a foreign operation, which are recognized in Other Comprehensive Income (OCI) and accumulated in a separate component of equity until disposal.

- Exchange differences

  The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

N) Borrowing costs

Borrowing costs are interest and other ancillary costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalized until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. All the other borrowing costs are recognized in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

Capitalization of borrowing costs commences when expenditure for the qualifying asset is being incurred, borrowing costs are being incurred, and activities necessary to prepare the asset for its intended use or sale are in progress. Capitalization of borrowing costs is suspended during extended periods in which active development of the qualifying asset is interrupted. Capitalization ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

O) Income tax

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in Other Comprehensive Income

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognized amounts; and

b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

i) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

ii) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity."

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. MAT is recognized as deferred tax assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

P) Segment Reporting

The Company's operating businesses are organized and managed separately according to the nature of products manufactured and services provided, with each segment representing a strategic business unit that offers different products. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate. The reportable segments have been identified based on the significant components of the enterprise for which discrete financial information is available and are reviewed by the Chief operating decision maker (CODM) to assess the performance and allocate resources to the operating segments. Refer Note -39.

Q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash and cash equivalents also include balances held as margin money or security against borrowings only to the extent that they are repayable on demand.

Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the Statement of Cash Flows.

R) Cash flow statement

Cash flows are reported using the indirect method as explained in the Accounting Standard on Statement of Cash Flows (Ind AS - 7), whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated and presented separately to provide clear information on the Company's sources and uses of cash.

Cash flows from operating activities represent the cash generated from the principal revenue-producing activities of the Company. Investing activities relate to the acquisition and disposal of long-term assets and other investments not included in cash equivalents. Financing activities result in changes in the size and composition of the contributed equity and borrowings of the Company.

S) Dividend

The Company recognises a liability to pay dividend to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

T) Ind AS - 116 Lease

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no changes are required to lease period relating to the existing lease contracts.

The Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, The Company recognizes a right-of-use asset and a corresponding lease liability at the lease commencement date for all leases where it acts as a lessee, except for short-term leases (lease term less than 12 months) and leases of low-value assets. Lease liabilities are measured at the present value of lease payments, discounted using the Company's incremental borrowing rate where the implicit rate is not readily determinable. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

U) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease earnings per share or increase loss per share from continuing operations.

V) Government grants

Government grants are recognized at fair value when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received. Grants related to assets are initially recorded as deferred income and recognized in the statement of profit and loss over the useful life of the related asset, while revenue-related grants are recognized in profit or loss on a systematic basis in the periods in which the related expenses are incurred. Government grants related to PPE are treated as deferred income (included under non-current liabilities with current portion considered under current liabilities) and are recognized and credited in the Statement of Profit and Loss on a systematic and rational basis over the estimated useful life of the related asset and included under "Other operating income". Government grants related to revenue nature are recognized on a systematic basis in the Statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate and are adjusted with the related expenditure. If not related to a specific expenditure, it is taken as income and presented under "Other operating income".

W) Exceptional Items

Exceptional items are material items of income or expense that arise from events or transactions which, in the judgement of management, are of such size, nature or incidence that their separate disclosure is necessary to explain the performance of the Company for the period.

Exceptional items are disclosed separately in the Statement of Profit and Loss and/or in the notes to accounts, as appropriate, to enable users of the financial statements to better understand the Company's underlying financial performance.

The determination of whether an item is disclosed as exceptional requires management judgement and is assessed on a case-by-case basis considering the nature and materiality of the item.

X) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117- Insurance Contracts and amendments to IndAS 116-Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements.

On May 9, 2025, MCA notified the amendments to Ind AS 21- Effects of changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The company is currently assessing the probable impact of these amendments on its financial statements.

4 Property, plant & equipment & Intangible Assets

(₹ In Lakhs)

Particulars	Property Plant & Equipment								Intangible Assets	Grand Total
	Freehold Land	Building	Plant & Equipment	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Lease hold Improvements	Total Property Plant & Equipment		
Gross Block											
As at April 01, 2024	**5,778.56**	**11,018.81**	**69,873.58**	**356.15**	**363.54**	**469.39**	**549.01**	**345.90**	**88,754.94**	**669.94**	**89,424.88**
Additions	-	4.85	835.21	9.82	19.60	-	133.17	-	1,002.65	4.55	1,007.20
Disposals	-	-	(97.73)	-	-	-	(178.32)	-	(276.05)	-	(276.05)
Adjustments	-	-	(303.91)	-	-	(0.03)		-	(303.94)	-	(303.94)
As at March 31, 2025	**5,778.56**	**11,023.66**	**70,307.15**	**365.97**	**383.14**	**469.36**	**503.86**	**345.90**	**89,177.60**	**674.49**	**89,852.09**
Additions	-	22.99	422.57	6.81	2.86	-	22.77	-	478.00	1.42	479.42
Disposals	-	-	(285.21)	(5.04)	(8.52)	(0.44)	(44.62)	-	(343.83)	(1.20)	(345.02)
Adjustments	-	-	-	-	-	-	(1.09)	-	(1.09)		(1.09)
As at March 31, 2026	**5,778.56**	**11,046.65**	**70,444.51**	**367.74**	**377.48**	**468.92**	**480.91**	**345.90**	**89,310.68**	**674.71**	**89,985.39**
Depreciation/Amortisation									-		-
As at April 01, 2024	**-**	**3,601.95**	**50,871.32**	**337.19**	**341.02**	**344.15**	**491.02**	**231.34**	**56,217.99**	**646.41**	**56,864.40**
Additions	-	395.31	2,733.02	3.97	1.62	28.48	49.12	19.04	3,230.56	2.11	3,232.67
Disposals	-	-	(40.00)	-	-	-	(178.15)	-	(218.15)	-	(218.15)
Adjustments	-	-	(275.04)	-	-	-		-	(275.04)	-	(275.04)
As at March 31, 2025	**-**	**3,997.26**	**53,289.30**	**341.16**	**342.64**	**372.63**	**361.99**	**250.38**	**58,955.36**	**648.52**	**59,603.88**
Additions	-	348.56	3,091.95	5.94	6.44	25.66	11.57	19.01	3,509.13	2.29	3,511.42
Disposals	-	-	(113.16)	(4.03)	(4.52)	-	(44.01)	-	(165.72)	(1.11)	(166.82)
Adjustments	-	-	(45.05)	-	-	-		-	(45.05)	(0.03)	(45.08)
As at March 31, 2026	**-**	**4,345.81**	**56,223.04**	**343.06**	**344.53**	**398.29**	**329.49**	**269.39**	**62,253.72**	**649.67**	**62,903.40**
Net Block											
As at March 31, 2026	**5,778.56**	**6,700.68**	**14,221.47**	**24.69**	**32.95**	**70.63**	**151.42**	**76.52**	**27,056.96**	**25.04**	**27,082.00**
As at March 31, 2025	**5,778.56**	**7,026.40**	**17,017.85**	**24.81**	**40.50**	**96.73**	**141.87**	**95.52**	**30,222.24**	**25.97**	**30,248.21**

Notes:-

(i) Lease hold improvements have been amortised over the period of the lease.

(ii) Refer note no. 39 for charges.

(iii) **Impairment Review**

Assets are tested for impairment whenever there are any internal or external indicators of impairment. Impairment test is performed at the level of each Cash Generating Unit ('CGU') or groups of CGUs within the Company at which the assets are monitored for internal management purposes, within an operating segment. The impairment assessment is based on higher of value in use and value from sale calculations. During the year, the testing did not result in any impairment in the carrying amount of other assets. The measurement of the cash generating units' value in use is determined based on financial plans that have been used by management for internal purposes. The planning horizon reflects the assumptions for short to- mid-term market conditions.

Key assumptions used in value-in-use calculations are:

(i) Operating margins (Earnings before interest and taxes), (ii) Discount Rate, (iii) Growth Rates and (iv) Capital Expenditure

(iv) All Immovable Properties are held in the name of the Company.

(v) The Company has a regular programme of fixed assets. Further, during the year, physical verification of significant part of fixed assets has been carried out by the management and discrepancies noticed on such verification have been appropriately adjusted in the financial statements.

5.1 Right-of-use assets

(₹ In Lakhs)

Particulars	RIGHT OF USE ASSET
Gross carrying value as at March 31, 2024	**946.46**
Additions	-
Disposals	-
Adjustments	-
Gross carrying value as at March 31, 2025	**946.46**
Additions	-
Disposals	-
Adjustments	94.10
Gross carrying value as at March 31, 2026	**852.36**
Accumulated Depreciation/ amortisation as of March 31, 2024	**520.28**
Charge for the year	85.23
Disposals	-
Adjustments	-
Accumulated Depreciation/ amortisation as of March 31, 2025	**605.51**
Charge for the year	85.24
Disposals	-
Adjustments	94.10
Accumulated Depreciation/ amortisation as of March 31, 2026	**596.65**
Net carrying value as at March 31, 2026	255.71
Net carrying value as at March 31, 2025	340.95

5.2 Lease Liability

The following is the break-up of current and non-current lease liabilities:

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current lease liabilities	265.44	368.90
Current lease liabilities	158.45	158.45
Total	**423.89**	**527.35**

The following is the movement in lease liabilities:

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	527.35	605.31
Additions	-	-
Change	54.99	64.52
Payment of lease liabilities accrued during the year	(158.45)	(142.48)
Total	**423.89**	**527.35**

5.3 Capital- Work-In-Progress (CWIP)

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Opening CWIP	57.76	288.48
Add: Additions during the year	64.55	21.63
Less: NPD Dispose Off	-	(24.04)
Less: Capitalised during the year	-	(228.31)
Total	**122.31**	**57.76**

Capital Work in Progress ageing schedule as at March 31, 2026 (₹ In Lakhs)

Particulars	Amount of CWIP for a period of				
Capital Work in Progress	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 Years**	**Total**
1. Projects in progress	64.55	3.73	5.91	48.12	122.31
2. Projects temporarily suspended	-	-			-
Total	**64.55**	**3.73**	**5.91**	**48.12**	**122.31**

Capital Work in Progress ageing schedule as at March 31, 2025 (₹ In Lakhs)

Particulars	Amount of CWIP for a period of				
Capital Work in Progress	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 Years**	**Total**
1. Projects in progress	3.73	0.98	-	-	4.71
2. Projects temporarily suspended*	-	4.93	-	48.12	53.05
Total	**3.73**	**5.91**	**-**	**48.12**	**57.76**

*During the testing phase desire output not achieved.

Capital Work in Progress, whose completion is overdue or has exceeded its cost compared to its original plan as at March 31, 2026

(₹ In Lakhs)

Capital Work in Progress	To be completed in				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 Years**	**Total**
1. Project- Bar Code	-	-	4.93	48.12	53.05
Total	**-**	**-**	**4.93**	**48.12**	**53.05**

6 Non-current- Other Financial Assets

Particular	As at March 31, 2026	As at March 31, 2025
Bank deposit with maturity above 12 months including interest thereon*	27.79	323.59
Mutual Fund-ABSL Liquid Fund-Direct Growth Plan*	-	143.79
Security deposits	684.74	673.57
Total	**712.53**	**1,140.95**

*₹ NIL (Previous Year ₹ 238.09 Lakhs) was held as security with banks against borrowings.

*₹ 300.00 lakhs (Previous Year ₹ 300.05 lakhs) and ₹ NIL (Previous Year ₹ 371.66 Lakhs) as held as security with STCI finance limited and Modulus alternatives respectively against brrowings.

7 Deferred Tax Liability/Assets

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Deferred tax liability	(3,544.07)	(3,544.07)
Deferred tax assets	5,533.32	5,533.32
MAT Credit Entitement	-	880.57
Total	**1,989.25**	**2,869.82**

(i) Movement in deferred tax items

Financial Year 2025-26	Balance as on April 01, 2025	Recognised in Statement of Profit & Loss	Adjustments	Recognised in other comprehensive income	Balance as on March 31, 2026
Deferred tax (liability)/asset in relation to Depreciation on Property, plant & equipment	(3,088.19)	484.41	-	-	(2,603.78)
Recognition of DTA on unabsorbed depreciation	5,077.44	(484.41)	-	-	4,593.03
Deferred tax Assets/(Liability)	**1,989.25**	**-**	**-**	**-**	**1,989.25**
MAT Credit Entitlement*	880.57	(880.57)	-	-	-
Net Deferred tax Assets/ (Liability)	**2,869.82**	**(880.57)**	**-**	**-**	**1,989.25**

Financial Year 2024-25	Balance as on April 01, 2024	Recognised in Statement of Profit & Loss	Adjustments	Recognised in other comprehensive income	Balance as on March 31, 2025
Deferred tax (liability)/asset in relation to depreciation on Property, plant & equipment	(3,387.76)	299.57	-	-	(3,088.19)
Recognition of DTA on unabsorbed depreciation	5,377.01	(299.57)	-	-	5,077.44
Deferred tax Assets/(Liability)	**1,989.25**	**-**	**-**	**-**	**1,989.25**
MAT Credit Entitlement	1,117.56	(237.01)	0.02	-	880.57
Net Deferred tax Assets/ (Liability)	**3,106.81**	**(237.01)**	**0.02**	**-**	**2,869.82**

Significant management judgement is considered in determining deferred tax assets and liabilities and recoverability of deferred tax assets ₹ 1989.25 Lakhs.The recoverability of deferred tax assets entitlement is based on estimate of the taxable income for the period over which deferred tax assets will be recovered. The Company has unabsorbed business depreciation which according to the management will be used to set off taxable profit arising in subsequent years from operation. However, As a matter of prudence, Deferred Tax Assets have been created till March 31, 2021 and no deferred tax has been created thereafter.

8 Income Tax Asset (Net)

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Tax refund receivable (net of provision)	403.89	354.81
Total	**403.89**	**354.81**

9 Other Non Current Assets

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Considered good, unless otherwise stated		
Advance to suppliers & contractors		
Capital Advances		
- Unsecured, considered good	46.86	92.25
-Unsecured, considered doubtful	11.99	125.64
	58.85	217.89
Less: Provisions for doubtful advances	(11.99)	(125.64)
	46.86	92.25
Balance deposit with government authorities under protest	23.26	39.95
Total	**70.12**	**132.20**

10 Inventories* (Valued at cost or net realisable value, unless otherwisw stated) (Refer Para number 3.9 of Note no.3)

(₹ In Lakhs)

(As taken, valued and certified by the management)	As at March 31, 2026	As at March 31, 2025
Raw materials	1,111.23	1,110.86
Work-in-progress	2,633.98	2,977.99
Finished goods	809.69	829.87
Stores and spares	3,569.28	3,347.54
Others (Scrap)	72.16	58.93
Total	**8,196.34**	**8,325.19**

* Refer note no 39-I & II for information on inventories Pledged as security by the company

10.1 Quantitative variance were observed between physical and book records due to non-updation of Bill of Material (BOM) and expansion of the customer base. These Variance have been considered as consumption of material for the preparation of the financial statements.

10.2 Inventory Physical verification and inventory consumption

The Company has a regular programme of physical verification for its inventory. Further, during the year, physical verification of significant part of the inventory has been carried out by the management and discrepancies noticed on such verification have been appropriately adjusted in the financial statements.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

11 Financial Asset: Current

11.1 Trade Receivables

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Secured considered good		
Unsecured considered good		
- From related party*	0.19	9.93
- From others	5,586.41	6,762.63
- Less Allowance for expected credit loss	(629.28)	(637.15)
Total	**4,957.32**	**6,135.41**
Trade receivable- credit impaired	231.32	637.00
- Less Allowance for credit Impairment	(231.32)	(637.00)
Total	**4,957.32**	**6,135.41**

Ageing of Trade Receivable as at March 31, 2026 (₹ In Lakhs)

		Outstanding for the following period from Due date of payment					
Particulars	**Not Due**	**Less than 6 months**	**6 months - 1 year**	**1-2 Years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivable							
Considered good	2,806.18	1,117.23	399.85	5.39	23.18	174.90	4,526.72
which have significant increase in credit risk	-	-		205.13	321.50	533.26	1,059.89
credit impaired	-	-	-	-	-	231.32	231.32
Disputed trade receivable							
Considered good	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
Gross Amount	**2,806.18**	**1,117.23**	**399.85**	**210.52**	**344.68**	**939.49**	**5,817.93**
Less Allowance for credit loss							860.61
Net Amount							**4,957.32**

Ageing of Trade Receivable as at March 31, 2025 (₹ In Lakhs)

Particulars	Not Due	Outstanding for the following period from Due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
Undisputed trade receivable							
Considered good	3,767.70	1,633.42	118.65	291.04	150.56	174.05	6,135.42
which have significant increase in credit risk	-	-	104.10	70.90	36.60	425.54	637.14
credit impaired	-	-	-	-	-	41.59	41.59
Disputed trade receivable							
Considered good	-	-	-	-	-	-	-
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	595.41	595.41
Gross Amount	**3,767.70**	**1,633.42**	**222.75**	**361.94**	**187.16**	**1,236.59**	**7,409.56**
Less Allowance for credit loss							1,274.15
Net Amount							**6,135.41**

*Refer note 37 for related party

Refer note no.40 (B) for information about credit risk and market risk of trade receivables.

Refer note no-39 (I), II for information on trade receivables pledged as security by the Company

11.2 Cash & cash equivalents (₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Balances with Banks	10.35	18.77
Cash in hand	3.55	3.15
Total	**13.90**	**21.92**

11.3 Current- Bank balances other than cash and cash equivalents (₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Other Bank Balance		
- in fixed deposit (original maturity exceeding three months but upto one year)*	306.00	584.46
Balance in Escrow Account	1,913.66	73.69
Total	**2,219.66**	**658.15**

*₹ NIL (Previous Year ₹ 238.09 Lakhs) was held as security with banks against borrowings.

*₹ 300.00 lakhs (Previous Year ₹ 300.05 lakhs) and ₹ NIL (Previous Year ₹ 371.66 Lakhs) as held as security with STCI finance limited and Modulus alternatives respectively against brrowings.

11.4 Current- Loans (₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Unsecured considered good		
Loans to empoyees	59.50	46.04
Total	**59.50**	**46.04**

11.5 Others Financial Asset (₹ In Lakhs)

	As at March 31, 2026	As at March 31, 2025
Receivable insurance & Others	6.23	79.09
Interest Receivable	0.35	1.75
Total	**6.58**	**80.84**

12 Other Current Asset

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Considered good, unless otherwise stated		
Advances other than capital advances		
- Unsecured, considered good	573.39	411.78
- Unsecured, considered doubtful	22.85	779.92
	596.24	**1,191.70**
Less: Provisions for doubtful advances	(22.85)	(779.92)
	573.39	**411.78**
Balance with government authorities under protest	29.81	32.43
Prepaid Expenses	176.11	190.77
Budgetory support from Government	8.55	8.55
Others	11.10	29.46
Total	**798.96**	**672.99**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

13 Share Capital

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Authorised Share Capital		
22,00,00,000(previous year- 22,00,00,000) equity shares of ₹ 2 /- each	4,400.00	4,400.00
Issued, Subscribed and Fully Paid Up		
13,14,95,219 (previous year- 13,14,95,219) equity shares of ₹ 2/- each	2,629.90	2,629.90
Total	**2,629.90**	**2,629.90**

Reconciliation of number and amount of equity shares outstanding:

Particular	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	13,14,95,219	2,629.90	12,22,22,222	2,444.44
Changes during the year	-	-	92,72,997	185.46
Outstanding at the end of the year	13,14,95,219	2,629.90	13,14,95,219	2,629.90

i) Terms & right attached to equity shares

a) The Company has only one class of equity shares having par value of ₹ 2/- per share. Each shareholder of equity shares is entitled to one vote per share. The company declares dividends in Indian Rupees. During the year ended March 31, 2026, the amount of dividend per share recognised as distributed to equity shareholder was ₹ NIL (March 31, 2025 ₹ NIL).

b) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date. - Nil.

c) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of the preferencial amount,if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) The Board of Directors, at its meeting held on February 20, 2025, approved the allotment into 92,72,997 (Ninety-Two Lakhs Seventy-Two Thousand Nine Hundred Ninety-Seven) fully paid-up equity shares as per the terms of conversion of Optionally Convertible Debentures into equity shares.

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

Particular	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% of shares	No. of Shares	% of shares
Dayanand Munjal Investments Pvt Ltd (holding company)	9,14,17,272	69.52%	9,14,17,272	69.52%
India Credit Opportunities Fund II	92,72,997	7.05%	92,72,997	7.05%

As per the records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Shares held by Promoter at the Year ended on March 31, 2026

SL No.	Promoter Name	No. of Shares	% of Total Shares	% Change during the year
1	Dayanand Munjal Investments Pvt Ltd	9,14,17,272	69.52%	-

Shares held by Promoter at the Year ended on March 31, 2025

SL No.	Promoter Name	No. of Shares	% of Total Shares	% Change during the year
1	Dayanand Munjal Investments Pvt Ltd	9,14,17,272	69.52%	5.28%

13.1 Other equity **(₹ In Lakhs)**

Particular	As at March 31, 2025	As at March 31, 2024
Capital Redemption Reserve		
Opening balance	5.00	5.00
Transferred to retained earnings	-	-
Closing Capital redemption reserve	**5.00**	**5.00**
Security premium		
Opening balance	5,870.12	3,555.56
Addition/adjustments	-	2,314.56
Closing Securities Premium	**5,870.12**	**5,870.12**
General Reserve		
Opening balance	5,068.60	5,068.60
Addition/adjustments		-
Closing General Reserve	**5,068.60**	**5,068.60**
Retained Earnings		
Opening balance	(10,666.59)	(5,862.40)
Losses for the year	(8,133.16)	(4,804.19)
Closing Retained Earnings	**(18,799.75)**	**(10,666.59)**
Other Comprehensive Income		
Opening balance	241.12	177.28
Addition/adjustment	(72.11)	63.84
Closing Comprehensive Income	**169.01**	**241.12**
Equity Component of Debenture		
Opening	-	170.84
Addition/adjustment	988.91	(170.84)
Closing Equity Component of Debenture	**988.91**	**-**
Total other equity	**(6,698.11)**	**518.25**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

14 Financial Liability : Non Current

14.1 Borrowing

(₹ In Lakhs)

Particular		As at March 31, 2026	As at March 31, 2025
A)	**Debentures-Secured****		
	Non convertible debentues	15,700.00	9,200.00
	Optionally convertible debentures	12,000.00	-
	Shown in current maturities of Optionally convertible debentures*	-	-
	Shown in current maturities of Non convertible debentures*	-	(2,592.30)
B)	**Term loans:**		
	i. From banks-Secured	825.37	3,010.65
	Shown in current maturities of long term borrowings*	(343.28)	(2,086.64)
	ii. From others-Secured	2,563.69	7,037.16
	Shown in current maturities of long term borrowings*	(1,390.93)	(2,556.82)
	IND AS Adjustment	(788.30)	(139.87)
	Total	**28,566.55**	**11,872.19**

*Current maturities of Long term Borrowing are disclosed under the head 'Short term Borrowing, Refer Note No. 17.1

Note: Refer note -39 -I , II & III for borrowing terms,defaults and repayment of loan

14.1.A **Maturity Profile and Interest Rate of Non Convertible/Optionally converatable Debentures

Secured	Non Current					Current
Security	Coupon Rate	2028-29	2027-28	2026-27	Total	2025-26
NCD- Alpha 245	10.00%	5,415.65	8,470.63	-	13,886.28	-
NCD- Alpha 105	10.00%	707.35	1,106.37	-	1,813.72	-
OCD- Alpha 120*	10.00%	-	12,000.00	-	12,000.00	-
Total		**6,123.00**	**21,577.00**	**-**	**27,700.00**	**-**

*Bullet Repayment at the Time of Maturity including Redemption Premium

14.2 Other Non-Current Finacial Liability

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Other Payables		
- Capital Creditors	35.21	66.23
Total	**35.21**	**66.23**

15 Provisions

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits*		
- Gratuity	504.60	437.81
- Leave Encashment	252.14	275.51
Total	**756.74**	**713.32**

*Refer Note No. 36 - Employee benefit obligations for disclosures related to provision for employee benefits

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

16 Other non-current liabilities

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Deferred Income - Government Grant	20.00	20.91
Total	**20.00**	**20.91**

17 Financial Liability : Current

17.1 Short Term Borrowings

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Secured - at amortised cost		
Bank		
- Cash Credit	223.70	5,041.43
Other		
- Working Capital Demand Loan	-	480.85
Current maturities of long term debt		
a) Debentures-Secured-Optionally convertible debentures	-	2,592.30
b) From Banks	343.28	2,086.64
c) From others	1,390.93	2,556.82
Unsecured -at amortised cost		
Other Loan from Related Parties	9,354.27	8,704.28
Total	**11,312.18**	**21,462.32**

Note: Refer note -39 II for borrowing terms and repayment of loan

As at March 31, 2026

There are no differences in the figures reported in the quarterly returns/statement filed with the banks vis-à-vis the books of accounts. For the determination of Drawing power,the Company follow the guidelines of the RBI prescribed for the commodities covered under selective credit control.

Particulars	Period	Amount as per financials	Amount as per Statement filed with Bankers	Difference	Remarks
Eligible Trade					
Receivable/ inventory/trade payables	June, 30 2025	10,009.21	10,009.21	-	The Company has not claimed Drawing Power (DP) on certain Current assets. DP is calculated as per norms of the Lenders.
	September 30, 2025	9,578.34	9,578.34	-	
	December 31, 2025	10,183.43	10,183.43	-	
	March 31, 2026	11,089.45	10,191.63	897.82	DP Statement was submitted on March , 2026 based on provisional financial statements dated 25th March,2026.

As at March 31, 2025

Particulars	Period	Amount as per financials	Amount as per Statement filed with Bankers	Difference	Remarks
Eligible Trade					
Receivable/ inventory/trade payables	June, 30 2024	11,854.64	11,854.18	0.46	The Company has not claimed Drawing Power (DP) on certain current assets. DP is calculated as per norms of the Lenders.
	September 30, 2024	11,510.87	11,511.03	(0.16)	
	December 31, 2024	10,878.11	10,878.16	(0.05)	
	March 31, 2025	9,914.34	11,488.88	(1,574.54)	DP Statement was submitted on March , 2025 based on provisional financial statements.

17.2 Trade Payables **(₹ In Lakhs)**

Particular		As at March 31, 2026	As at March 31, 2025
a)	Micro, small and medium enterprises *	1,110.55	1,955.15
b)	Due to related party	22.65	312.91
c)	Others	2,689.42	4,128.03
Total		**3,822.62**	**6,396.09**

*There are no outstanding amounts payable beyond the agreed period to micro, small and medium enterprise as required by MSMED Act, 2006 to the extent interest liability on outstanding amount provided in financial statement as on the balance sheet date to the extent such enterprises have been identified based on information available with the Company. In view of this there is no overdue interest payable except already provided in financial statement. (Refer note 33)

Ageing of trade payables as at March 31, 2026

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	550.68	550.23	7.29	0.30	2.05	1,110.55
ii)Others	574.36	1,668.90	394.13	10.71	63.97	2,712.07
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**1,125.04**	**2,219.13**	**401.42**	**11.01**	**66.02**	**3,822.62**

Ageing of trade payables as at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	629.57	1,243.78	23.45	23.62	34.73	1,955.15
ii)Others	2,395.34	1,531.64	41.65	294.47	177.84	4,440.94
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**3,024.91**	**2,775.42**	**65.10**	**318.09**	**212.57**	**6,396.09**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

17.3 Other Current Financial Liabilities **(₹ In Lakhs)**

Particular	As at March 31, 2026	As at March 31, 2025
Security Deposit	14.77	52.09
Interest accrued but not due on borrowings	3,177.80	2,895.61
Retention Money	6.14	7.65
Other Payables		
a) Accrued salary & Benefits *	1,044.44	979.28
b) Others**	1,024.82	1,530.62
Total	**5,267.97**	**5,465.25**

* Includes ₹ 434.32 lakhs due to related parties (previous year ₹ 377.56 lakhs)

** Includes ₹ Nil due to related parties (previous year ₹ 5.67 lakhs)

18 Other current Liability

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
Withholding and other taxes	277.34	1,284.98
Advance from Customers	452.27	82.20
Total	**729.61**	**1,367.18**

*The Company is in the process of reconciliation of Input Tax Credit as per the books and GST Portal. The reconciliation to the extent done have been accounted for in the books of accounts. The management does not except any material future impact.

19 Provision for employee benefits

(₹ In Lakhs)

Particular	As at March 31, 2026	As at March 31, 2025
- Leave Encashment	21.51	46.25
Total	**21.51**	**46.25**

Refer Note No. 36 - Employee benefit obligations for disclosures related to provision for employee benefits.

20 Revenue From Operation

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Sales of products	39,147.83	42,977.89
	39,147.83	**42,977.89**
Other operating revenues		
From scrap sale	1,802.06	2,051.67
Sales - Others	8.08	368.72
Total Other Operative Revenue	**1,810.14**	**2,420.39**
Total Revenue From Operations	**40,957.97**	**45,398.28**

21 Other Income

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest Income from bank deposits and others	69.42	66.34
Miscellaneous receipts	138.00	174.84
Profit on sale of property, plant and equipment's (net)	8.00	7.42
Credit Balance Written off	28.22	-
Government grant	0.91	1.82
Total	**244.55**	**250.42**

22 Cost of Material Consumed

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance of the raw material inventory	1,110.86	1,223.37
Add : Purchases during the year	14,537.28	16,803.40
	15,648.14	18,026.77
Less: Closing balance of the raw material inventory	1,111.23	1,110.86
Total cost of raw materials consumed	**14,536.91**	**16,915.91**

23 (Increase) / Decrease in Stocks

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening balance of the Inventories		
Work - in - process	2,977.99	2,656.32
Finished goods	829.87	560.37
Process scrap	58.93	22.31
	3,866.79	**3,239.00**
Closing balance of the Inventories		
Work - in - process	2,633.98	2,977.99
Finished goods	809.69	829.87
Process scrap	72.16	58.93
	3,515.83	**3,866.79**
Net (Increase) / Decrease in Stocks	**350.96**	**(627.79)**

Refer Note No 34 details of opening and closing inventory of Finised Goods

24 Employee benefit expenses

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages, allowances & commission including gratuity and retirement benefits	5,051.46	5,070.62
Contribution to provident and other funds(Refer note no 36(B)(v))	284.40	295.78
Staff welfare expenses	410.23	340.06
Total	**5,746.09**	**5,706.46**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

25 Finance cost

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on term loans	1,888.33	4,289.06
Interest on Debentures	3,663.33	788.54
Interest on cash credit	546.47	-
Interest others (including early payment discount)	389.88	474.56
Interest on lease liabilities	54.99	64.52
Other Borrowing Cost*	249.05	323.94
Total Finance cost	**6,792.05**	**5,940.62**

*Mainly consist of loan processing facilities from bank.

26 Depreciation and amortisation expense

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation of Property Plant & Equipment	3,509.13	3,230.56
Amortization of Right-of use assets	85.24	85.23
Amortization of intangible assets	2.29	2.11
Total Depreciation and Amortization Expenses	**3,596.66**	**3,317.90**

27 Other Expenses

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Power and fuel consumption	3,895.17	3,836.33
Packing material consumption	234.63	221.44
Repair and maintenance on		
- Machinery	532.78	452.27
- Building	227.52	201.94
- Other	75.07	85.67
Lease rent	56.00	36.02
Wages to contractors	5,196.65	5,152.71
Rates and taxes	121.34	145.00
Charity and donation	-	0.21
Insurance	350.38	340.77
Legal and professional	222.28	173.30
Payment to auditor *	40.15	31.22
Foreign Exchange losses (net)	-	-
Travelling and conveyance	200.32	259.98
Printing and stationery	0.77	1.05
Postage, telegram and telephones	17.82	19.47
Selling expenses	98.53	115.58
Board & secretarial expenses	50.01	55.33
Security expenses	208.20	201.00
Freight and forwarding charges	542.41	639.59
Provision for expected credit loss	179.69	614.41
Miscellaneous expenses	37.51	133.70
Total Other Expenses	**12,287.23**	**12,716.77**

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
***Payment to auditor**		
As auditor:		
-Audit Fee	16.00	16.00
-Limited review	12.00	12.00
-Certification/other services	5.00	3.00
Reimbursement of expenses	1.43	0.22
Total	**34.43**	**31.22**

28 Income Tax

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax		
Deferred Tax	-	-
Deferred Tax - Ind AS	-	-
Earlier year tax adjustment	880.57	237.01
	880.57	237.01
Reconciliation of effective tax rate		
Tax expense		
Profit before tax	(7,252.59)	(4,567.18)
Add: Interest on Tax as grouped in finance cost	-	-
Less: Other comprehensive income	-	-
Add: Ind AS Adjustment	-	-
	(7,252.59)	(4,567.18)
Applicable tax rate	31.20%	31.20%
Computed tax expense	(2,262.81)	(1,424.96)
Total Tax Expense	**(2,262.81)**	**(1,424.96)**
Adjustment for:		
Income exempt for tax purpose	-	-
Expenses not allowed for tax purpose	-	-
Brought forward unabsorbed depreciation setoff	-	-
Changes in recognized deductible temporary differences	-	-
Other Tax Adjustments	2,262.81	1,424.96
Earlier year tax adjustment	-	-
Net adjustments	**-**	**-**
Tax Expense	**-**	**-**

29 Other Comprehensive Income

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Item that will not be reclassified to profit or loss		
Re-measurement of defined benefit plans	(72.11)	62.63
Change in Fair Value of financial assets	-	1.21
Income tax relating to items that will not be reclassified to profit or loss	-	-
Total Other Comprehensive Income	**(72.11)**	**63.84**

30 Earning per Share

(₹ In Lakhs)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Net profit for calculation of basic and diluted EPS (₹ In Lakhs)	(8,133.16)	(4,804.19)
Total number of equity shares outstanding at the end of the year (in Nos)	13,14,95,219	13,14,95,219
Weighted average number of equity shares in calculating Basic EPS (in Nos)	13,14,95,219	12,34,92,496
Weighted average number of equity shares in calculating diluted EPS (in Nos)	13,70,86,885	12,34,92,496
Earning per share		
Basic (in ₹)	(6.19)	(3.89)
Diluted (in ₹)*	(6.19)	(3.89)

**The diluted earnings per share is the same as basic earnings per share since the inclusion of potential equity shares would have an anti-dilutive effect.*

31 Contingent Liabilities (not provided for) in respect of:

(₹ In Lakhs)

S.N.	Particulars	As at March 31, 2026	As at March 31, 2025
a)	Letter of credit opened by banks	-	268.28
b)	PF Liability where the cases are pending at various stages of appeal with the authorities	23.55	23.55
c)	Bank Guarantees	14.16	14.16
d)	Sales tax / vat/ gst demand	1,077.01	757.06

Interest on above demands is not computed and demanded by the department, therefore interest amount is not included above except otherwise stated.

Contingent liabilities and claims against the Company not acknowledged as debts related to various matters.

i) In respect of above matters, future cash outflows are determinable only on receipt of judgements / decisions pending at various forums/authorities.

ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

32 Commitments:

(₹ In Lakhs)

S.N.	Particulars	As at March 31, 2026	As at March 31, 2025
a)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	422.25	274.24

33 Details of Dues to Micro and Small Enterprises as per MSMED Act, 2006 to the extent of information available with the Company

S.N.	Particulars	As at March 31, 2026	As at March 31, 2025
a)	Principal amount and Interest due thereon remaining unpaid to any supplier as at end of each accounting year	1,110.55	1,955.15
b)	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
c)	The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d)	The amount of interest accrued and remaining unpaid	20.01	133.34
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

34 Details of Opening and Closing Inventory of Finished Goods:

(₹ In Lakhs)

S.N.	Class of Product	As at March 31, 2026	As at March 31, 2025
a)	**Opening stock**		
	Gear Components	829.87	560.37
b)	**Closing stock**		
	Gear Components	809.69	829.87

35 Segment Information

(i) General Disclosure

The Company is primarily in the business of manufacture and sale of components to automotive original equipment manufacturers. Hence there is only one identified reportable segments as per Ind As 108 - Segment reporting.

The above reportable segments have been identified based on the significant components of the enterprise for which discrete financial information is available and are reviewed by the Chief operating decision maker (CODM) to assess the performance and allocate resources to the operating segments.

(ii) Entity wide disclosure required by IND AS 108 are made as follows:

a) Revenues from sale of products to external customers (₹ In Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
India	38,927.33	42,039.73
Outside India	2,030.64	3,358.55
Total	**40,957.97**	**45,398.28**

b Segment Assets

Total of non-current assets other than financial instruments, deferred tax assets and income tax assets broken down by location of the assets, is shown below:

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
India	27,530.14	30,779.11
Outside India	-	-

(iii) Information about major customers: **(₹ In Lakhs)**

Particulars	As at March 31, 2026		As at March 31, 2025	
	Amount	Percentage	Amount	Percentage
Customer A	19,906.40	49%	19,524.35	43%

36 Employee Benefits - Gratuity & Post employement benefits

The Company has classified the various benefits provided to employees as under:-

A. Defined Contribution Plan

The Company makes contribution to Statutory Provident Fund and Employee State Insurance in accordance with Employees Provident Fund and Miscellaneous Provision Act, 1952 and Employee State Insurance Act, 1948 respectively .This is post-employment benefit and is in the nature of defined contribution plan.

B. Defined Benefit Plan

Gratuity (being partly administered by a Trust) is computed as 15 days salary, for every recognized retirement/ termination / resignation. The Gratuity plan for the company is a defined benefit scheme where annual contributions as per actuarial valuation are charged to the statement of profit and loss.

The Company also has a leave encashment scheme with defined benefits for its employees. The Company makes provision for such liability in the books of accounts on the basis of year end actuarial valuation. No fund has been created for this scheme.

For summarizing the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans, the details are as under:

A. Statement of profit and loss

Net employee benefit expense **(₹ In Lakhs)**

Particulars	2025-2026		2024-2025	
	Gratuity (Funded)	Leave encashment	Gratuity (Funded)	Leave encashment
Current Service cost	74.83	(18.56)	73.43	74.03
Past service cost	111.58	-	-	-
Net Interest cost	31.73	-	32.08	-
Expenses recognized in the statement of profit & loss	**218.14**	**(18.56)**	**105.51**	**74.03**

B. Balance Sheet

(i) Details of Plan assets/ (liabilities) for gratuity and Leave Encashment **(₹ In Lakhs)**

Particulars	2025-2026		2024-2025	
	Gratuity (Funded)	Leave encashment	Gratuity (Funded)	Leave encashment
Defined benefit obligation	1,290.31	273.65	1,168.00	321.76
Fair value of plan assets	785.71	-	730.19	-
Net Asset/(Liability) recognized in the Balance Sheet	**(504.60)**	**(273.65)**	**(437.81)**	**(321.76)**

(ii) Changes in the present value of the defined benefit obligation are as follows: **(₹ In Lakhs)**

Particulars	2025-2026		2024-2025	
	Gratuity (Funded)	Leave encashment	Gratuity (Funded)	Leave encashment
Opening defined benefit obligation	1,168.00	321.76	1,130.94	247.73
Interest cost	80.04	-	80.81	-
Current service cost	74.83	(18.56)	73.43	74.03
Past service cost*	111.58	-	-	-
Benefit paid	(75.09)	(29.54)	(58.48)	-
Actuarial (gains)/losses on obligation	(69.06)	-	(58.70)	-
Closing defined benefit obligation	**1,290.30**	**273.65**	**1,168.00**	**321.76**

* Past service cost is recognised due to implemenation of new labour code on 21st November 2025 (Refer note no.43)

(iii) Changes in the fair value of plan assets (gratuity) are as follows: **(₹ In Lakhs)**

Particulars	2025-2026	2024-2025
Opening fair value of plan assets	730.19	682.01
Actual return on Plan Assets	48.31	48.73
Contribution during the year	-	54.00
Benefit paid	-	(58.48)
Return on plan assets , excluding amount recognised in net interest expense	7.21	3.93
Closing fair value of plan assets	**785.71**	**730.19**

(iv) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	2025-2026 %	2024-2025 %
Discount rate (%)	7.35%	6.65%
Expected salary increase (%)	5.00%	4.00%
Demographic Assumptions		
Mortality rate (% of ILAM 2012-14)	100%	100%
Retirement Age (year)	58 Years	58 Years
Attrition / Withdrawal rates, based on age: (per annum)		
Up to 30 years	3.36%	9.50%
31 - 44 years	3.36%	9.50%
Above 44 years	3.36%	9.50%

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by Actuary..

v. Contribution to defined contribution plans: **(₹ In Lakhs)**

Particulars	2025-2026	2024-2025
Provident fund	271.84	280.39
Employee State Insurance	8.45	11.37
Labour welfare fund	4.11	4.02
Total	**284.40**	**306.22**

vi Sensitivity analysis of the defined benefit obligation: **(₹ In Lakhs)**

Particulars	2025-2026		2024-2025	
	Gratuity (Funded)	Leave encashment	Gratuity (Funded)	Leave encashment
Impact of the change in discount rate				
Present value of obligation at the end of the period (Base)	1,290.30	273.65	1168.00	321.76
Impact due to increase of 1.00%	(100.32)	(21.75)	(68.38)	(18.49)
Impact due to decrease of 1.00%	113.62	24.81	75.84	20.52
Impact of the change in salary increase				
Present value of obligation at the end of the period (Base)	1,290.30	273.65	1,168.00	321.76
Impact due to increase of 1.00%	111.32	25.15	76.49	(20.86)
Impact due to decrease of 1.00%	(100.10)	(22.41)	(70.22)	19.11

Sensitivities due to mortality & withdrawals are insignificant & hence ignored.

vii Other comprehensive income (OCI): **(₹ In Lakhs)**

Particulars	2025-2026		2024-2025	
	Gratuity (Funded)	Leave encashment	Gratuity (Funded)	Leave encashment
Actuarial (gains) / losses				
- changes in demographic assumptions	(78.47)	-	-	-
- changes in financial assumptions	24.50	-	35.02	-
- experience variance (i.e. Actual experience vs assumptions)	(15.08)	-	(93.73)	-
- others	-	-	-	-
Return on plan assets, excluding amount recognised in net expense (gain)/ loss.	(7.21)	-	(3.92)	-
Re-mearurement (or Actuarial) (gain)/ loss arising because of change in effect of asset ceiling	-	-	-	-
Components of defined benefit costs recognised in other comprehensive income	(76.27)	-	(62.63)	-

37 Related Party Transaction

a) List of Related Parties (as certified by the management)

(i) Mr. Neeraj Munjal, Managing Director

Mrs. Charu Munjal, Whole Time Director

Dr. Anil Kumar Gupta, Independent Director

Mr. Sunil Chinubhai Vakil, Independent Director

Ms. Neetika Batra, Independent Director

Mr. Yogesh Chander Munjal Non- Executive Director

Mr. Devendra Kumar Goyal, CFO- Finance

Mrs. Rhea Seth Munjal, VP-Business Development

Mr. Shakti kant Mahana, Company Secretary

(ii) **Holding Company**

Dayanand Munjal Investments Private Limited

(iii) **Enterprises over which key management personnel and their relatives are able to exercise significant influence:**

Munjal Showa Limited
Pushti Metal Industries LLP
Earthly Possessions

b) The following transactions were carried out with related parties in the ordinary course of business:

(₹ In Lakhs)

Nature of transaction	Key management personnel		Enterprises over which key management personnel and their relatives are able to exercise significant influence		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Sale of Goods & Services						
Munjal Showa Limited	-	-	873.18	1,071.79	873.18	1,071.79
Pushti Metal Industries LLP	-	-	-	0.19	-	0.19
Purchase of goods and services						
Munjal Showa Limited	-	-	194.10	334.14	194.10	334.14
Pushti Metal Industries LLP	-	-	486.79	447.62	486.79	447.62
Earthly Possessions	-	-	558.06	587.89	558.06	587.89
Finance Cost						
Dayanand Munjal Investment Pvt. Ltd.	-	-	948.23	862.81	948.23	862.81
Munjal Showa Limited	-	-	77.03	-	77.03	-
Loans Taken						
Dayanand Munjal Investment Pvt. Ltd.	-	-	900.00	750.00	900.00	750.00
Loans Repaid						
Dayanand Munjal Investment Pvt. Ltd.	-	-	250.00	950.00	250.00	950.00
Vendor Balance Repayment						
Munjal Showa Limited	-	-	192.12	950.00	192.12	950.00
Salary & perquisites						
Neeraj Munjal	180.58	180.58	-	-	180.58	180.58
Charu Munjal	80.05	80.05	-	-	80.05	80.05
Rhea Seth Munjal	44.10	33.91	-	-	44.10	33.91
Devendra Kumar Goyal	31.17	28.08	-	-	31.17	28.08
Shakti Kant Mahana	8.66	7.31	-	-	8.66	7.31

c) Balances Outstanding at Year End: (₹ In Lakhs)

Nature of transaction	Key management personnel		Enterprises over which key management personnel and their relatives are able to exercise significant influence		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Trade Receivable:						
Munjal Showa Limited	-	-	-	9.74	-	9.74
Trade Payable:						
Munjal Showa Limited	-	-	-	228.90	-	228.90

(₹ In Lakhs)

Nature of transaction	Key management personnel		Enterprises over which key management personnel and their relatives are able to exercise significant influence		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Pushti Metal Industries LLP	-	-	22.65	41.60	22.65	41.60
Earthly Possessions	-	-	1.36	42.39	1.36	42.39
Trade Advances						
Munjal Showa Limited	-	-	425.92	-	425.92	-
Salary & perquisites payable:						
Neeraj Munjal	272.87	225.67	-	-	272.87	225.67
Charu Munjal	158.92	138.1	-	-	158.92	138.10
Rhea Seth Munjal	0.40	7.22	-	-	0.40	7.22
Devendra Kumar Goyal	1.24	5.46	-	-	1.24	5.46
Shakti kant Mahana	0.89	1.11	-	-	0.89	1.11
Borrowings:						
Dayanand Munjal Investment Pvt. Ltd.	-	-	9,354.27	8,704.27	9,354.27	8,704.27
Interest Payable:						
Dayanand Munjal Investment Pvt. Ltd.	-	-	2,952.59	2,099.17	2,952.59	2,099.17

Based on the recommendation of the Nomination and Remuneration Committee, all decisions relating to the remuneration of the directors are taken by the Board of Directors of the Company, in accordance with shareholder's approval, wherever necessary.

The sales to and purchases from related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

Gratuity and leave liability is determined for all the employees on an overall basis, based on the actuarial valuation done by an independent actuary. The specific amount of gratuity and leave liability for KMP cannot be ascertained separately, except for the amount actually paid.

The above transactions for sale and purchase of goods and services are inclusive of GST, wherever applicable.

38 Lease

(a) Operating lease arrangements

Office premises are taken on operating lease. There is no escalation clause in the lease agreement

(b) Future minimum rentals payables under non-cancellable operating lease: (₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Not later than one year	158.45	158.45
Later than one year and not later than five years	335.92	494.37
Later than five years	-	-
Total	**494.37**	**652.82**

(c) The following is the movement in the lease liabilities for the year ended March 31, 2026 and March 31, 2025:

(₹ In Lakhs)

	Lease Liabilities
As at April 1, 2024	**605.31**
Additions/Modifications	-
Deletions	-
Accretion of interest	64.52
Lease rentals paid	(142.48)
As at March 31, 2025	**527.35**
Additions/Modifications	-
Deletions	-
Accretion of interest	54.99
Lease rentals paid	(158.45)
As at March 31, 2026	**423.89**

39 Summary of borrowing arrangement

I Long Term Borrowings

From Bank

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of interest	Security	Repayment terms
IDFC bank- 15Cr	-	23.85	12.60%	First parri passu charge on the present and future Immoveable and Moveable Assets situated at Haridwar Plant	Repayable in 66 Monthly Equal installments beginning from May, 2019
IDFC bank- ECLGS	-	410.00	9.25%	Second Pari Passu charge on- 1. Current Assets both present and future & 2. Fixed Assets of Haridwar Plant including Land and Building, except exclusively charged to other lenders.	Repayable in 48 Monthly Equal installments beginning from April, 2022
IDFC bank- ECLGS - 2	600.00	800.00	9.25%	Second Pari Passu charge on- 1. Current Assets both present and future & 2. Fixed Assets of Haridwar Plant including Land and Building, except exclusively charged to other lenders.	Repayable in 48 Monthly installments beginning from April, 2025
IDFC bank- 5.95 Cr	-	218.27	14.00%	First pari-passu charge on entire current assets of the company 2. First Charge on Fixed Asset of Haridwar Plant including Land & Building, except exclusively charged to other lender.	Repayable in 60 Monthly Equal installments beginning from April, 2022

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of interest	Security	Repayment terms
Yes Bank - ECLGS	-	939.58	9.25%	1. Exclusive charge on Current assets financed through the said WCTL facility. 2. Second Charge on entire Current Assets of the Company. 3. Second charge on entire Moveable Fixed Asssets of Binola Plant. 4. Second Charge on on Immvovable & entire Moveable Fixed Assets of Rohtak and Bangalore plants. 5. Second charge on all the assets procured out of proceeds of Term Loan 2, 4 & 5 of the Borrower.	Repayable in 48 Monthly Equal installments beginning from March, 2022
HDFC Bank - ECLGS	-	252.08	8.66%	Second PP charge over existing primary and collateral securities including mortgages created in favour of the Bank.	Repayable in 48 Monthly Equal installments beginning from March, 2022
HDFC Bank - ECLGS-2	149.17	272.94	9.25%	Second PP charge over existing primary and collateral securities including mortgages created in favour of the Bank.	Repayable in 48 Monthly Equal installments beginning from June, 2025
Axis Bank	76.20	93.94	9.60%	Hypothecation of Vehicle Purchased out from the Loan Account	Repayable in 61 Monthly Instalment Beginning from July 2024
Less Current maturities of long term borrowings	(343.28)	(2,086.64)			
Total From Banks (I)	**482.08**	**924.02**			

From Others

Hero Fin Corp Limited	401.52	949.64	13.25%	Secured first pari-passu charge on current assets of the Company	Repayable in 64 monthly installment beginning from November, 2021
Hero Fin Corp-ECLGS	-	337.52	14.00%	Second Pari Passu charge on the present and future current assets of the company	Repayable in 48 Monthly installments beginning from April, 2022
Hero Fin Corp-ECLGS-2	458.33	550.00	14.00%	1. Second Pari Passu charge on the present and future current assets of the company	Repayable in 48 Monthly installments beginning from August, 2025

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of interest	Security	Repayment terms
STCI Loan	1,703.85	5,200.00	13.40%	- First pari-passu charge on entire fixed assets of Binola - Second pari-passu charge on entire current assets (present and future) of the company along with existing lenders - Corporate Guarantee issued by holding company "Dayanand Munjal Investments Private Limited"	Repayable in 45 Monthly installments beginning from July, 2024
Non convertible debentues-Modulus	-	8,000.00	11.50%-12.60%	1. First ranking pari passu charge by way of mortgage on: - Industrial Property situated at Village Binola, Gurugram - Industrial Property situated at Haridwar - Industrial Property situated at Industrial Model Town, Rohtak -Industrial Property situated at Vemagal Industrial Area, Kolar, Karnataka exclusive charge by way of hypothecation - Escrow Account, DSR and all monies lying to the credit of the DSR and the Escrow Account along with all rights, title, benefits and interest therein 2. Second ranking pari passu fixed/ floating charge all the Current Assets of the Company Corporate Guarantee issued by holding company "Dayanand Munjal Investments Private Limited"	
Non convertible debentues-ABSL	-	1,200.00	12.85%	First Ranking and Exclusive Charge on the Shares as per Share Pledge Agreement - First Ranking and Exclusive Charge on the Mutual Fund Units as per Share Pledge Agreement- Mutual Fund - First Ranking exlcusive charge on the Industial Property Situated at Industrial Model Town, Rohtak - Exclusive charge over ISR, Escrow Account and all monies lying in Escrow Acount and ISR Account - Corporate Guarantee issued by holding company "Dayanand Munjal Investments Private Limited" - Personal Guarantee by the Promoters of the Company - Second ranking pari passu fixed/ floating charge all the Current Assets of the Company	

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of interest	Security	Repayment terms
Non convertible debentues-ALPHA (245 Crs.)	13,886.28	-	10.00%	(a) a first-ranking exclusive pledge of the Promoter's (Mr. Yogesh Chander Munjal's) portfolio of listed equity shares; (b) a lien over specified mutual fund units; (c) an exclusive mortgage over the immovable property of Rohtak Plant and Kolar (d) an exclusive charge by way of hypothecation over the movable fixed assets, intangibles, tangible/non-current assets, insurance policies and material contracts of the Rohtak and Kolar plants (e) an exclusive charge over the Alpha NCD Escrow Account"", together with all monies and securities credited to it and over the Debt Service Reserve (DSR) amount (a fixed deposit equal to 3 months' coupon, lien-marked to the Debenture Trustee) (f) a first-ranking charge by way of hypothecation over the Company's entire current assets and cash-in-hand ranking pari passu with the IDFC and HFCL facilities, the charge being limited to ₹45.00 crore (g) an irrevocable and unconditional Corporate Guarantee from Dayanand Munjal Investments Private Limited; (h) a Personal Guarantee from Mr. Neeraj Munjal	Refer note 14.1 A For Repayment
Non convertible debentues-ALPHA (105 Crs.)	1,813.72	-	10.00%	(a) First ranking pari passu charge by way of pledge over the Pledgor's listed equity share portfolio and lien over specified mutual fund units (ranking pari passu with the ₹245 crore NCD issue) (b) Charge by way of mortgage over the immovable property (Rohtak, Kolar and Haridwar plants) and hypothecation over the movable fixed assets, intangibles, non-current assets and other assets of the said plants, ranking pari passu with the ₹245 crore NCD issue	

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of interest	Security	Repayment terms
				(c) Exclusive charge over the DSR amount, and a charge over the Escrow Account and all monies and securities lying to the credit thereof (pari passu with the ₹245 crore NCD issue) (d) Charge by way of hypothecation over the entire current assets of the Company, ranking pari passu with the ₹245 crore NCD issue (e) Corporate Guarantee issued by holding company "Dayanand Munjal Investments Private Limited" and Personal Guarantee by Mr. Neeraj Munjal (Promoter) (f) This charges, are pari pasu with NCDs 245 crore"	
Optionally convertible debentures - ALPHA (120 Crs)	12,000.00	-	10.00%	a) First ranking pledge over the Pledged Securities on a pari passu basis with NCD-245 and NCD-105 b) Lien over Mutual Fund Units held by Mr. Yogesh Chander Munjal, on a pari passu basis with NCD-245 and NCD-105 c) Mortgage by the Issuer over the Mortgaged Properties, immovable property of the Rohtak Plant, Kolar Plant and Haridwar Plant, on a pari passu basis with NCD-245 and NCD-105 d) Mortgage over immovable property and hypothecation over fixed assets of the Rohtak, Kolar and Haridwar Plants Charge over Rohtak and Kolar Plants ranks pari passu with NCD-245 and NCD-105; the Haridwar Plant is charged exclusively to the OCD Debenture Trustee. e) Hypothecation charge over Escrow Account, the DSR Amount and all monies, securities, instruments, investments and properties lying to the credit of the Escrow Account (present and future) (f) This charges, are pari pasu with NCDs 245 crore & NCD 105 crore.	
Less Current maturities of long term borrowings	(1,390.93)	(5,149.12)			

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Rate of interest	Security	Repayment terms
Total From Others	**28,872.77**	**11,088.04**			
Ind As Impact	(788.30)	(139.87)			
Total From Others (II)	**28,084.47**	**10,948.17**			
Total (I +II)	**28,566.55**	**11,872.19**			

II Short Term Borrowings

From Bank - Cash Credit / Working Capital Demand Loan (₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	Security
Hero Fin Corp	-	480.85	First pari-passu charge on present and future current assets both present and future current asset of the company
Unsecured Loan from Dayanand Munjal Investment Pvt Ltd	9,354.27	8,704.28	Unsecured
IDFC Bank	223.70	1,844.52	1. First Pari Passu charge on present and future current assets of the company 2. Second charge on entire Fixed assets of Haridwar plant except those MFA exclusively charged to other term lenders.
Yes bank	-	3,196.91	1. 1st Charge Pari Passu by way of Hypothecation on Current Asset (CA) 2. 2nd Charge by way of Equitable Mortgage on Specific Land-Non Agri (IMFA Bangalore Plant) Located at Plot no. 98, Vemagal Industrial Area, Kolar, Bangalore 3. 2nd Charge by way of Equitable Mortatge on Specific Land- Non Agri (IMFA Rohatak Plant) locatef at Plot No. 9, Sector 30A, Rohtak Harayana 4. 2nd Charge by way of Hypothecation on Movable Fixed Asset (WA of Company) Located at Binola, Rohtak and Bengaluru plant
Current maturities of long term borrowings	1,734.21	7,235.76	
Total	**11,312.18**	**21,462.32**	

III No delays were noted in the repayment of borrowings (current and non-current) and interest during the year. (Previous Year: Nil)

IV The Company has utilized short-term borrowings amounting to ₹ 3,325.87 lakhs for long-term purposes during the year mainly due to losses in earlier years.

40 Financial Risk Management

Financial risk management objectives and policies:

The Company, as an internationally active supplier for the automobile industry expose its business and products to various market risks, credit risk and liquidity risk. The Company realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's senior management oversees the management of these risks and devise approrpiate risk management framework for the Company. The senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Below notes explain the sources of risks in which the Company is exposed to and how it manages the risks:

A Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to the risk of movements in interest rates, inventory price and foreign currency exchange rates that affects its assets, liabilities and future transactions. The Company is exposed to following key market risks:

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. During March 31, 2026 and March 31, 2025, the Company's borrowings at variable rate were mainly denominated in INR.

Interest rate risk exposure - The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Variable Rate Borrowing	1,150.69	9,388.73
Fixed Rate Borrowing	39,292.65	24,085.65
Ind as Adjustment	(788.30)	(139.87)
Total	**39,655.04**	**33,334.51**

An analysis by maturities is provided in Note (C) Maturities of financial liabilities below.

Sensitivity analysis - For Floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

(₹ In Lakhs)

Sensitivity on variable rate borrowings	Impact on Profit & Loss Account	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest rate increase by 0.25%	2.88	23.47
Interest rate decrease by 0.25%	(2.88)	(23.47)

b) Price Risk

Fluctuation in commodity price in global market affects directly and indirectly the price of raw material and components used by the Company in its various products segment. Substantial pricing pressure from major OEMs to give price cuts and inability to pass on the increased cost to customers may also affect the profitability of the Company.

Key Raw material - As per the agreement with the customers, any increase in the raw material prices is passed on to the customer. But in some cases where the customer was already asking for reduction in prices, the company has to absorb the price increase.

c) Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an foreign exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export revenue and import of raw materials and other consumables.

The unhedged foreign currency exposure is as follows:

Particulars	Trade Receivable		Trade Paybles	
	Foreingn Currency in Lakhs	₹ in lakhs	Foreingn Currency in Lakhs	₹ in lakhs
Foreign Exposure as at March 31, 2026				
EUR	1.61	175.86	-	-
JPY	-	-	-	-
USD	6.83	621.57	-	-
Foreign Exposure as at March 31, 2025				
EUR	2.93	271.19	0.21	15.24
GBP	-	-	0.75	65.29
JPY	-	-	168.88	94.07
USD	13.83	1,165.58	0.25	17.33

The hedged foreign currency risk is Nil on respective dates.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all other variables held constant.

(₹ In Lakhs)

Particulars	Change in FCR / INR Rate	Impact on Profit & Loss Statements	
		As at March 31, 2026	As at March 31, 2025
USD	+ 50 basis points	3.41	6.79
	- 50 basis points	(3.41)	(6.79)
EURO	+ 50 basis points	0.81	1.36
	- 50 basis points	(0.81)	(1.36)

B Credit risk:

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

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's primary customers are major Indian automobile manufacturers (OEMs) with good credit ratings. Non-OEM clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 44. The Company does not hold collateral as security except in case of few customers. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(₹ In Lakhs)

Particulars	As at March 31, 2026			As at March 31, 2025		
	Upto 6 months	More than 6 months	Total	Upto 6 months	More than 6 months	Total
Gross carrying amount (A)	3,923.41	1,894.53	**5,817.94**	5,401.12	2,008.44	**7,409.56**
Expected Credit Losses (B)	-	860.61	**860.61**	-	1,274.15	**1,274.15**
Net Carrying Amount (A-B)	3,923.41	1,033.93	**4,957.33**	5,401.12	734.29	**6,135.41**

Credit risk from balances with banks and other financial asset is managed in accordance with the Company's approved investment policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed on regular basis and the said limits gets revised as and when appropriate. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company has deposited liquid funds at various banking institutions. Primary banking institutions are major Indian and foreign banks. In long term credit ratings these banking institutions are considered to be investment gradeAlso, no impairment loss has been recorded in respect of ixed deposits that are with recognised commercial banks and are not past due.

C Liquidity risk:

The liquidity risk encompasses any risk that the Company cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating divisions of the Company and aggregated by Company finance. The Company's finance monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Table hereunder provides the current ratios of the Company as at the year end. **(₹ In Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Total current assets	16,252.26	15,940.54
Total current liabilities	21,312.34	34,895.54
Current ratio	**0.76**	**0.46**

The table below summarises the maturity profile of the Company's financial liabilities (Current and Non current):

(₹ In Lakhs)

	Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
I	**As at March 31, 2026**				
(i)	Borrowings	11,312.18	28,566.55	-	39,878.74
(ii)	Lease liability	158.45	265.44	-	423.89
(iii)	Other Financial Liability	5,267.97	35.21	-	5,303.18
(iv)	Trade and other payble	3,822.61	-	-	3,822.61
	Total	**20,561.23**	**28,867.20**	**-**	**49,428.41**

(₹ In Lakhs)

	Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
II	**As at March 31, 2025**				
(i)	Borrowings	21,462.32	11,872.19	-	33,334.51
(ii)	Lease liability	158.45	368.90	-	527.35
(iii)	Other Financial Liability	5,465.24	66.23	-	5,531.47
(iv)	Trade and other payble	6,396.09	-	-	6,396.09
	Total	**33,482.10**	**12,307.32**	**-**	**45,789.42**

41 Financial Instrument - Disclosure

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial Asset (₹ In Lakhs)

Sl. No	Particulars	Note	Fair value hierarchy	As at March 31, 2026		As at March 31, 2025	
				Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Financial assets designated at amortised cost	**D**					
(a)	Non Current						
	- Others Financial Asset		Level 3	712.53	712.53	1,140.95	1,140.95
(b)	Current						
	- Trade receivables		Level 3	4,957.32	4,957.32	6,135.41	6,135.41
	- Cash and cash equivalents			13.90	13.90	21.92	21.92
	- Bank Balances			2,219.66	2,219.66	658.15	658.15
	- Loans		Level 3	59.50	59.50	46.04	46.04
	- Others Financial Asset		Level 3	6.58	6.58	80.84	80.84
	Total			**7,969.48**	**7,969.49**	**8,083.31**	**8,083.31**

Financial Liability (₹ In Lakhs)

Sl. No	Particulars	Note	Fair value hierarchy	As at March 31, 2026		As at March 31, 2025	
				Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Financial liability designated at amortised cost	D	Level 2				
(a)	Non Current						
	- Borrowings		Level 2	28,566.55	28,566.55	11,872.19	11,872.19
	- Lease liabilities		Level 2	265.44	265.44	368.90	368.90
	- Other Financial Liabilites		Level 3	35.21	35.21	66.23	66.23
(b)	Current						
	- Borrowings		Level 2	11,312.18	11,312.18	21,462.32	21,462.32
	- Trade payables		Level 3	3,822.61	3,822.61	6,396.09	6,396.09
	- Lease liabilities		Level 2	158.45	158.45	158.45	158.45
	- Other financial liabilities		Level 3	5,267.97	5,267.97	5,465.24	5,465.24
	Total			**49,428.42**	**49,428.42**	**45,789.43**	**45,789.43**

A - Company has opted to fair value its mutual fund investment through profit & loss

B - Company has opted to fair value its quoted investments in equity share through OCI

C - As per Para D-15 of Appendix D of Ind AS 101, the first time adopter may chose to measure its investment in subsidiaries, JVs and Associates at cost or at fair value. Company has opted to value its investments in subsidiaries, JVs and Associates at cost.

D - Company has adopted effective rate of interest for calculating Interest. This has been calculated as the weighted average of effective interest rates calculated for each loan. In addition processing fees and transaction cost relating to each loan has also been considered for calculating effective interest rate.

* In case of trade receivables, cash and cash equivalents, trade payables, short term borrowings and other financial assets and liabilities it is assessed that the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair values of the financial assets and financial liabilities included above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

42 Capital Management

For the purpose of the Company's capital management, equity includes issued equity capital and all other equity reserves attributable to the equity shareholders and net debt includes interest bearing loans and borrowings less current investments and cash and cash equivalents. The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic & financial conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, internal accruals, long term borrowings and short term borrowings. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. During the year the Company has breached with these covenants. During the year lenders has imposed the penalties towards non-fulfillment of the covenants as per the loan agreements and the same has duly been accounted in financial statements wherever charged by the lenders.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and March 31, 2025.

Particulars	As at March 31, 2026	As at March 31, 2025
Debt (i)	39,878.74	33,334.51
Cash and cash equivalents	(13.90)	(21.92)
Net Debt	39,864.83	33,312.59
Total Equity	(4,068.21)	3,148.15
Net debt to equity ratio (Gearing Ratio)	**(9.80)**	**10.58**

(i) Debt is defined as long-term and short-term borrowings
(ii) Total equity (as shown in the balance sheet), include issued capital and all other equity.

43 Exceptional Items:

Exceptional items for the year ended March 31, 2026 includes

i) Effective November 21, 2025, the Government of India notified four New Labour Codes (the Code on Wages, 2019, the Code on Social Security, 2020, the Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020) replacing existing labour law related legislations. Subsequently, the Ministry of Labour & Employment also published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations.Consequent to these changes, the Company has assessed the financial implications of these changes, which has resulted in increase in gratuity liability, a defined benefit plan arising from past service cost and an increase in compensated absences. Accordingly, ₹ 111.58 lakhs has been recognized in the Statement of Profit and Loss, respectively, for the year ended March 31, 2026.Considering that the impact arising out of the enactment of the new legislation is an event of a non-recurring nature, the Company has presented this incremental amount as "Impact of Labour Codes" under "Exceptional Item" in the Statement of Profit and Loss for the year ended March 31, 2026.

ii) The Company executed a tripartite Long-Term Settlement (LTS) dated May 13, 2026, under Section 12(3) of the Industrial Disputes Act, 1947, with the S.A.T.L. Employees Union (Regd. No. 1841) at its Binoula, Gurugram plant, effective from June 1, 2024, to May 31, 2028.

Pursuant to the agreement, a retrospective wage revision was approved for the period from June 1, 2024, to April 30, 2026. Consequently, an aggregate impact of ₹ 176.84 Lakhs (comprising backdated arrears and adjusted allowances for the year ended Upto March 31, 2026) has been recognized during the current period. The remaining arrear liability is structured for liquidation over 14 equal monthly installments.

Due to its material, non-recurring nature and backdated impact, this expenditure has been classified separately as an 'Exceptional Item' in the Statement of Profit and Loss for the year ended March 31,2026 to ensure a appropriate presentation of the Company's operational performance.

44 The Company has been maintaining its books of accounts in the SAP which has feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, throughout the year as required by proviso to sub rule (1) of rule 3 of The Companies (Accounts) Rules, 2014 known as the Companies (Accounts) Amendment Rules, 2021. Further, there are no instances of audit trail feature being disabled at any time during the year.

Additionally, the audit trail of prior year has been preserved as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective year.

45 The Company has incurred a net loss of ₹ 8,205.27 Lakh for the year ended March 31, 2026 and, as at that date, its current liabilities exceeded its current assets by ₹ 5,060.08 Lakh and has negative net worth of ₹ 4,068.21 Lakh as at March 31, 2026. The Company, however, generated EBITDA of ₹ 3,179.99 lakh during the year and has met all its debt obligations, including repayment of principal and payment of interest to lenders, banks and financial institutions, as and when they fell due. The management has prepared the accompanying financial results on a going concern basis considering expected improvement in the financial position through strategic refinancing of existing borrowings and better operational performance in the coming years. Based on the Management's assessment of projected cash flows, it has reasonable expectation that the Company will have adequate resources to realize its assets and discharge its liabilities in the normal course of business.

Accordingly, these financials results have been prepared on going concern basis.

46 Ratio

SL No	Particulars	Formula	FY 2025-26	FY 2024-25	Difference	In %	Reasons if any
1	Net Profit Margin	Net Profit after Tax/ Revenue from Operation	(0.20)	(0.11)	(0.09)	87.65	#
2	Debt Service Coverage Ratio	(Profit Before Tax + Finance Cost + Depreciation)/ (Finance Cost for the Period or Year + Principal Repayment made during the period or year + Interest Capitalised)	0.19	0.47	(0.28)	(59.95)	##
3	Trade Receivable Turnover Ratio	Revenue from Operation /Average Accounts Receivable	7.38	6.19	1.19	19.25	
4	Inventory Turnover Ratio	Revenue from Operation /Average Inventory	4.96	5.62	(0.66)	(11.76)	
5	Debt- Equity Ratio	(Long Term Debt + Short Term Debt/ Equity	(9.80)	10.59	(20.39)	(192.58)	Due to total equity turning negative from accumulated operational losses while total borrowings continued to increase.
6	Current Ratio	Current Asset/ Current Liability	0.76	0.46	0.31	66.94	Ratio improved due to a substantial reduction in current liabilities that outpaced the minor changes in current assets.
7	Return on Equity Ratio	Net profit after tax / Average Equity	(17.68)	(1.10)	(16.58)	1,502.19	###

SL No	Particulars	Formula	FY 2025-26	FY 2024-25	Difference	In %	Reasons if any
8	Return on Capital Employed	Earning before interest and taxes / Capital Employed	(0.02)	0.05	(0.07)	(129.47)	Due to operating profitability decreases from a positive position into an operating loss.
9	Return on Investment	Net profit after tax / Total Asset	(0.17)	(0.09)	(0.08)	84.45	Due to increasing net losses while the total asset base contracted only slightly.
10	Trade payable Turnover Ratio	Net Credit Purchase /Average Trade payable	2.85	2.82	0.03	0.97	
11	Capital turnover Ratio	Net Sales /Capital Employed	1.56	2.18	(0.62)	(28.35)	Due to decrease in revenue from operations occurring simultaneously with an expansion in total capital employed.

Ratio deteriorate due to increase in operational expenses mainly on account of finance cost.

Ratio deteriorated due to a drop in operating profits combined with increase in total debt servicing requirements, driven heavily by increased principal repayments.

Ratio deteriorated due to sharply increasing net losses alongside a severe erosion of the average equity base.

47 Events occurring After the Balance Sheet date

Wages Settlement with Workers

i) Subsequent to the balance sheet date, the Company executed a tripartite Long-Term Settlement (LTS) dated May 13, 2026, with the S.A.T.L. Employees Union, covering the tenure from June 1, 2024, to May 31, 2028.

As the settlement provides additional evidence of conditions and obligations existing as of March 31, 2026, it has been treated as an adjusting event prior to the approval of these financial statements on May 28, 2026, in accordance with Ind AS 10. Accordingly, the retrospective arrear liability up to March 31, 2026, aggregating to ₹ 176.84 Lakhs, has been recognized in the financial statements for the current year and further disclosed under Exceptional Items.

48 The Company is in the process of obtaining confirmations and reconciliation with its trade receivables, trade payables and other dues receivables. The confirmations to the extent received have been reconciled and adjustments, if any, have been made. The others are pending for confirmations, reconciliations and adjustments, if any. However, the management does not expect any significant variations in the existing status.

49 Corporate Social Responsibility not applicable to the company due to loss incurred in last three years.

50 Previous year figures have been regrouped / reclassified wherever necessary to correspond with current year classification/ disclosure.

51 i) The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

ii) The Company do not have any transactions with companies struck off.

iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The Company have not traded or invested in crypto currency or virtual currency during the financial year.

v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   a) 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

   b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

vi) The Company have 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:

   a) 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

   b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

vii) The Company 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

viii) The Company have not declared willful defaulter by any banks or any other financial institution at any time during the financial year.

ix) All immovable properties are held in the name of the Company.

As per our report of even date attached
For NSBP & Co.
Chartered Accountants
Firm Regn. No. 001075N

For & on behalf of the Board of Directors of
Shivam Autotech Limited

Sd/-
Sanjay Kumar Agrawal
Partner
Membership Number: 089090

Sd/-
Neeraj Munjal
Managing Director
DIN : 00037792

Sd/-
Charu Munjal
Whole Time Director
DIN: 03094545

Sd/-
Devendra Kumar Goyal
Chief financial Officer
PAN No. AGNPG1981F

Sd/-
Shakti Kant Mahana
Company Secretary
M No A69273

Place : New Delhi
Dated : May 28, 2026

Place : Gurugram
Dated: May 28, 2026

SHIVAM
AUTOTECH LTD

10, 1st Floor, Tower-A
Emaar Digital Greens
Sector-61, Golf Course Extension Road
Gurugram, Haryana-122102
Tel: 0124-4698700
Email : info@shivamautotech.com
Website: www.shivamautotech.com