EMMFORCE

Accelerating the Performance

Dated: 06.08.2026

General Manager,
Deptt of Corporate Services,
Bombay Stock Exchange Ltd.
PJ Tower, 25th Floor,
Dalal Street
Mumbai-400001

Subject: Notice of 3rd Annual General Meeting.

Dear Sir,

As per the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) from time to time, the **3rd Annual General Meeting (AGM)** of the Company will be held on **Friday, 28th August, 2026 at 11:30 A.M.** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, without the physical presence of the Members at a common venue. The deemed venue of the Meeting shall be the Registered Office of the Company at **Plot No. 287, Industrial Area, Phase II, Industrial Estate, Panchkula, Haryana, India – 134113.**

Pursuant to **Regulation 30**, read with **Para A of Part A of Schedule III** of the *Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*, please find enclosed a copy of the **Notice of the 3rd Annual General Meeting** of the Company. The Notice is being sent electronically to those shareholders whose email addresses are registered with the Company/Depositories. In respect of shareholders whose email addresses are not registered, a letter containing the details of the weblink where the Annual Report is available will be sent by post.

Pursuant to **Regulation 34** of the *SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*, the Company has uploaded its **Annual Report for the Financial Year 2025-26** on the website of BSE Limited at *www.bseindia.com* as well as on the website of the Company at *www.emmforce.com*, and the same can be accessed at the following revised weblink: https://emmforce.com/wp-content/uploads/2026/08/Emmforce-Annual-Report-2026.pdf

This is for your information and records please.

Yours Sincerely

EMMFORCE AUTOTECH LIMITED

Ashok Mehta

Digitally signed by Ashok Mehta
Date: 2026.08.06 16:55:04 +05'30'

(ASHOK MEHTA)

MANAGING DIRECTOR

DIN: 00058188

Emmforce AutoTech Ltd.
(Formerly Emmforce Inc.)
Regd, office Plot No-287,Industrial Area Phase- 2, Panchkula 134113,Haryana (india)
Corporate office/works:- Plot no 3 & 5, Epip,Phase-1, jharmajri, baddi-173205,HP,India
+91-6283368394, support@emmforce.com
www.emmforce.com, CIN-U29301HR2023PLC115705

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 3rd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S EMMFORCE AUTOTECH LIMITED WILL BE HELD ON FRIDAY THE 28TH DAY OF AUGUST, 2026 AT 11.30 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 287, INDUSTRIAL AREA, PHASE II, INDUSTRIAL ESTATE PANCHKULA, HARYANA, INDIA, 134113

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) as at 31st March, 2026 together with Reports of the Board of Directors and Auditor's thereon.

2. To appoint a director in place of Mr. Ashok Mehta (DIN: 00058188) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. TO EXTEND UNSECURED LOAN TO M/S EMMFORCE MOBILITY SOLUTIONS PRIVATE LIMITED

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

"**RESOLVED THAT** pursuant to the provisions of Section 185, 186 read with Section 179(3)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the statutory modifications and re-enactments thereof and pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), if any, for the time being in force, consent of the members be and is hereby accorded to extend an inter-corporate loan facility for an amount not exceeding 35 crore (Indian Rupees Thirty Five Crores Only) or give guarantee or provide securities for an amount not exceeding Rs. 25 Crores (Indian Rupees Twenty Five Crores Only), in one of more tranches of such amounts as may be agreed from time to time, to M/s Emmforce Mobility Solutions Private Limited, a subsidiary company, on the terms and conditions as provided hereunder:

Sr. No	Particulars	Details
1.	Amount of Loan or give guarantee or provide securities	To provide inter-corporate loan facility for an amount not exceeding 35 crore (Indian Rupees Thirty Five Crores Only) or give guarantee or provide securities for an

		amount not exceeding Rs. 25 Crores (Indian Rupees Twenty Five Crores Only) To be given in one or more tranches from time to time as agreed between the parties.
2.	Purpose of Loan or giving guarantee or providing security	To be used in the regular business operations of the company and utilised for principal business activities. Guarantee is being given or security is to be provided to secure the loan of subsidiary/ related party.
3.	Rate of Interest	Loan at not less than the prevailing bank rates/ yields as per Companies Act, 2013
4.	Tenure of Loan or giving guarantee or providing security	Loan repayable on demand as per the repayment schedule as may be agreed between the parties.
5.	Nature of relationship with the beneficiary	M/s Emmforce Mobility Solutions Private Limited is a subsidiary of M/s Emmforce Autotech Limited with 80% shareholding. Emmforce Autotech Limited, together with its directors Mr. Ashok Mehta and Mrs. Neetu Mehta holds 100% shares of M/s Emmforce Mobility Solutions Private Limited

FURTHER RESOLVED THAT Mr. Ashok Mehta, Managing Director (DIN: 00058188) and/ or Mr. Azeez Mehta, Wholetime Director (DIN: 10353827) of the company be and is hereby authorised to sign and execute the necessary loan agreement, or any other deeds, documents and papers as may be required for extending the loan facility to M/s Emmforce Mobility Solutions Private Limited and to do all such acts, things and deeds as may be required to give effect to this resolution."

4. TO APPROVE MATERIAL TRANSACTIONS WITH RELATED PARTIES

To Consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies act 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations to be entered into by the related parties of the Company as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, for a period commencing for one year from the date of approval, provided that the said contract(s)/ arrangement(s)/ agreement(s) / transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

FURTHER RESOLVED THAT Mr. Ashok Mehta, Managing Director (DIN: 00058188) and/ or Mr. Azeez Mehta, Wholetime Director (DIN: 10353827) of the company be and is hereby authorised to sign and execute the necessary loan agreement, or any other deeds, documents and papers as may be required and to do all such acts, things and deeds as may be required to give effect to this resolution."

5. TO RE-APPOINT MR. ASHOK MEHTA AS MANAGING DIRECTOR OF THE COMPANY

To Consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Sh. Ashok Mehta** (DIN **00058188**) as Managing Director and a Whole Time Key Managerial Personnel of the Company, liable to retire by rotation, having substantial powers of management of the affairs of the Company w.e.f. 13.10.2026 for a term of 5 (Five) years ending on 12.10.2031, on the following additional terms and conditions:-

a. Remuneration:- Upto Rs. 10,00,000/- (Rupees Ten Lacs Only) per month and rent free accommodation and other benefits and perquisites, if any, except the perquisites falling outside the purview of ceiling of remuneration as per the applicable provisions of Schedule V of the Companies Act, 2013 with an annual increment of 10% p.a. w.e.f. 01.04.2027.
b. Benefits:- No other benefits, stock options, pension, emoluments, etc.
c. Service Contract period:- 5 years i.e. from 13.10.2026 till 12.10.2031.
d. Remuneration period :- 3 years i.e. from 13.10.2026 till 12.10.2029.
e. Notice Period:- Three months.
f. Severance Fees:- No severance fees will be paid to him.
g. Reimbursement of expenses as per Company's policy.

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Managing Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Ashok Mehta (DIN **00058188**) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT with the payment of Remuneration as above to Sh. Ashok Mehta (DIN **00058188**), Managing Director, the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

RESOLVED FURTHER THAT Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take all requisite steps to give effect to this resolution, to fix the remuneration within the above range from time to time, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the Managing Director of the Company including allowing increments in the Salary within the aforesaid range, as may be agreed to by the Board of Directors or Board Committee and the Managing Director Sh. Ashok Mehta (DIN **00058188**) from time to time, subject to the provisions of all applicable Laws."

6. TO RE-APPOINT MR. AZEEZ MEHTA AS WHOLETIME DIRECTOR OF THE COMPANY

To Consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities including but not limited to Reserve Bank of India / Securities Exchange Board of India, and as per the provisions of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Sh. Azeez Mehta** (DIN **10353827**) as Wholetime Director and a Whole Time Key Managerial Personnel of the Company, liable to retire by rotation, having substantial powers of management of the affairs of the Company w.e.f. 13.10.2026, for a term of 5 (Five) years ending on 12.10.2031, on the following additional terms and conditions:-

a. Remuneration:- Upto Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) per month and rent free accommodation and other benefits and perquisites, if any, except the perquisites falling outside the purview of ceiling of remuneration as per the applicable provisions of Schedule V of the Companies Act, 2013 with an annual increment of 10% p.a.every year.
b. Benefits:- No other benefits, stock options, pension, emoluments, etc.
c. Service Contract period:- 5 years i.e. from 13.10.2026 till 12.10.2031.
d. Remuneration period :- 3 years i.e. from 13.10.2026 till 12.10.2029.
e. Notice Period:- Three months.
f. Severance Fees:- No severance fees will be paid to him.
g. Reimbursement of expenses as per Company's policy.

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Managing Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Sh. Azeez Mehta (DIN **10353827**) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT with the payment of Remuneration as above to Sh. Azeez Mehta (DIN **10353827**), Wholetime Director, the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

RESOLVED FURTHER THAT Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to decide all questions arising out of this matter, to take all requisite steps to give effect to this resolution, to fix the remuneration within the above range from time to time, as amended from time to time, and to vary, alter and modify the terms and conditions governing the appointment and remuneration of the Managing Director of the Company including allowing increments in the Salary within the aforesaid range, as may be agreed to by the Board of Directors or Board Committee and the Managing Director Sh. **Azeez Mehta** (DIN 10353827) from time to time, subject to the provisions of

Date: 05.08.2026
Place: Panchkula

By order of the Board of Directors
for **EMMFORCE AUTOTECH LIMITED**

Sd/-
ASHOK MEHTA
(MANAGING DIRECTOR)
DIN: 00058188

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto.

2. Details as required under 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

3. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

   Pursuant to the Circulars issued by Ministry of Corporate Affairs, for remote e-voting for this AGM, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Mumbai City, Maharashtra-400083.Ph No. : 022-49186000. Shareholders may write the request to register/update their E-mail address with RTA to the email: delhi@in.mpms.mufg.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for the AGM.

4. In accordance with the MCA Circulars Nos. 20/2020 Dated 5th May 2020, 2/2022 dated 5th May 2022 and 10/2022 dated 28th December 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/-2024 dated 19th September, 2024

(collectively referred to as 'MCA Circulars') read with circulars issued by the Securities and Exchange Board of India ('SEBI') in this regard, dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023 and the latest being October 7, 2023 (collectively referred to as 'SEBI Circulars'), the Notice along with the Integrated Report is being sent electronically to only those Members whose email addresses are registered with the Company/ Depositories/Registrar & Transfer Agent/Depository Participants. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC / OAVM is explained hereunder.

Further, pursuant to the Circular No. 14/2020 dated 8th April, 2020 issued by MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Corporate Members are entitled to appoint authorized representatives to attend the meeting through VC / OAVM and participate and cast their votes through e-voting.

5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Plot No. 287, Industrial Area, Phase II, Industrial Estate Panchkula, Haryana, India, 134113.

6. Members can join the AGM through the VC/OAVM mode 15 minutes before 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. However, the restriction is not applicable to the Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial personnel, the Chairman of the Audit Committee, Nomination & 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.

7. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The Company has connectivity with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') under ISIN No. INE0SDC01012.

9. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s MUFG Intime India Private Limited having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Mumbai City, Maharashtra-400083.

10. The Register of Members and Transfer Books of the Company will be closed from 21.08.2026 to 28.08.2026 (both days inclusive) for the purpose of Annual General Meeting for the Financial Year ended 31st March, 2026.

11. SEBI, vide its notification dated 8th June, 2018, and further amendment dated 30th November, 2018, has prescribed that w.e.f. 1st April, 2019, the securities of listed companies can be

transferred only in dematerialized form. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form.

12. SEBI has mandated that any service request from members holding securities, if any, in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after 1 October 2023 shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to the RTA MUFG Intime India Private Limited. Forms can be downloaded from the website of the Company at and website of RTA.

13. The Annual Report 2025-26 and Notice will be available on the Company's website www.emmforce.com, website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com and on the website of RTA at www.in.mpms.mufg.com.

14. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode.

15. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body's Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to kanwalcs@gmail.com with a copy marked to info@emmforce.com. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 3rd Annual General Meeting of the Company.

16. Members are requested to register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

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

18. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination to Company's Registrar and Share Transfer Agent, M/s MUFG Intime India Private Limited, in the prescribed Form SH13, which is available on the website of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

20. Members are requested to:

a. Intimate their latest bank account details viz. name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC code, type of account and account number, to the respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MUFG Intime India Private Limited, in case shares are held in physical mode for payment of dividend through ECS / to incorporate this information on the dividend warrants and thus prevent fraudulent encashment of the warrants.
b. Intimate changes, if any, pertaining to their registered addresses, e-mail address, telephone/mobile numbers, nomination, power of attorney etc. to their respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MUFG Intime India Private Limited, in case shares are held in physical mode.
c. Quote their folio numbers/Client ID/ DP ID in all correspondence.
d. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

21. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Panchkula which are open for inspection by members in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays:
    i) Register of Contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
    ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.
22. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.

23. Since the meeting will be held through VC / OAVM Facility, the route map is not annexed with the Notice.

24. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e. 31.07.2026 such person may obtain the User ID and Password from RTA MUFG Intime India Limited by e-mail request on delhi@in.mpms.mufg.com. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id info@emmforce.com for obtaining the Annual Report and Notice of AGM.

25. Mr. Kanwaljit Singh, a practicing Company Secretary (Membership No. F-5901) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner.

26. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.

27. The voting results shall be forwarded to BSE Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.emmforce.com and on the website of MUFG Intime India Private Limited www.in.mpms.mufg.com.

28. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 28.08.2026 subject to receipt of the requisite number of votes in favour of the resolutions.

29. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary (info@emmforce.com) by 26.08.2026 (Wednesday)

30. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id Folio No., PAN, mobile number at (info@emmforce.com) upto 27.08.2026. The Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

31. The Company reserves the right to restrict the number of speakers depending on the availability of time of AGM.

32. Instructions for e-voting are as follows:

A. Voting through electronic means:

i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the businesses as set out in the Notice above may be transacted through e-voting services. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by RTA of the company MUFG Intime India Private Limited.

ii. The members, who will be present in the AGM through VC facility and have not cast 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 facility during the meeting.

iii. The **remote e-voting period commences on Tuesday 25.08.2026 (9:00 am) and ends on Thursday, 27.08.2026 (5:00 pm**). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date i.e. 21.08.2026** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

v. The details of the process and manner for remote e-voting are explained herein below:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

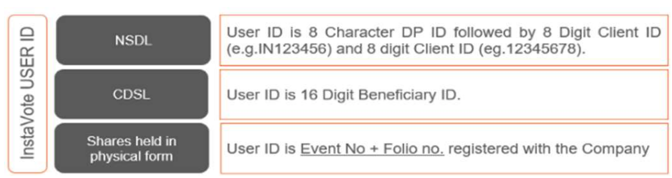
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   A. User ID: Enter User ID
   B. Password: Enter existing Password
   C. Enter Image Verification (CAPTCHA) Code
   D. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   A. User ID: Enter User ID
   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the

Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
E. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
F. Enter Image Verification (CAPTCHA) Code.
G. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

      NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

In terms of the provisions of Section 185 and Section 186 of the Companies Act, 2013, including the latest statutory amendments and modifications, it is proposed to extend unsecured inter corporate loan to M/s Emmforce Mobility Solutions Private Limited, a subsidiary company. The company has already taken the permission of members for providing unsecured loan or giving guarantee or providng security to its subsidiary company upto Rs. 30 Crores and 15 crores respectively. Since the subsidiary company may require further loans as well as guarantee/ securities for its business activities hence directors proposed to take the permission of members u/s 185 and 186 of the Act for upto aggregate amount of Rs. 60 crores for making loan or giving guarantee or providing securities. This permission shall be in addition to the investment earlier made or to be made by the company. The terms of the making loan or giving guarantee or providing security are provided hereunder:

Sr. No	Particulars	Details
1.	Amount of Loan or give guarantee or provide securities	To provide inter-corporate loan facility for an amount not exceeding 35 crore (Indian Rupees Thirty Five Crores Only) or give guarantee or provide securities for an amount not exceeding Rs. 25 Crores (Indian Rupees Twenty Five Crores Only) To be given in one or more tranches from time to time as agreed between the parties.
2.	Purpose of Loan or giving guarantee or providing security	To be used in the regular business operations of the company and utilised for principal business activities. Guarantee is being given or security is to be provided to secure the loan of subsidiary/ related party.
3.	Rate of Interest	Loan at not less than the prevailing bank rates/ yields as per Companies Act, 2013
4.	Tenure of Loan	Repayable on demand as per the repayment schedule as may be agreed between the parties.
5.	Nature of relationship of borrower with the company	M/s Emmforce Mobility Solutions Private Limited is a subsidiary of M/s Emmforce Autotech Limited. Emmforce Autotech Limited, together with its directors Mr. Ashok Mehta and Mrs. Neetu Mehta holds 100% shares of M/s Emmforce Mobility Solutions Private Limited

The members are further informed that the aforesaid facilities proposed to be given by the company, together with the loans, guarantee and security provided and investments made by the company, shall be within the limits as prescribed under Section 186 of the companies Act, 2013.

The Board of Directors proposes the resolution in Item No. 4 to be passed as a special resolution.

Except for Mr. Ashok Mehta, Mrs. Neetu Mehta and Mr. Azeez Mehta, None of the directors or Key Managerial Personnel or any of their relatives are directly or indirectly interested in the aforesaid resolution in Item No. 4.

Item No. 4

As per amended Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in case of companies listed on SME platform, prior approval of the shareholders is required for Related Party Transactions exceeding the threshold of lower of Rs. 50 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover as per the last audited financial statements of the listed entity. The approval is required even if the transactions are in the ordinary course of business and at an arm’s length basis.

Given the nature of the Company’s business, the Company works closely with its related parties and subsidiary company to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on an arm’s length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the Related Party mentioned below and also the ‘Related Party Transactions’ under Regulation 2(1)(zc) of the Listing Regulations pertaining to Subsidiary of the Company, may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations i.e. 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The maximum annual value of the proposed transactions with the related parties is estimated based on the Company’s current transactions with them and future business projections.

Under the Listing Regulations, in addition to the approval and reporting for transactions by the Company with its own Related Party(ies), the scope extends to transactions by the Company with Related Party(ies) of any subsidiary(ies) of the Company or transactions by a subsidiary(ies) of the Company with its own Related Party(ies) or Related Party(ies) of the Company or Related Party(ies) of any subsidiary(ies) of the Company.

The proposed related party transactions are duly approved by the audit committee and also recommended by the Board of directors. While approving the related party transactions the audit committee has reviewed the certificated provided by Managing Director and CFO as required under the provision of LODR.

Considering the quantum of the transactions, approval of the Members is being sought pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the specific Material Related Party Transactions, the details of which are provided in **Annexure–1**, in accordance with SEBI Circular dated February 14, 2025, issued by the Securities and Exchange Board of India (SEBI).

ANNEXURE 1

As per SEBI Circular No. SEBI/HO/CFD/CFD-P0D-2/P/CIR/2025/18 dated February 14, 2025, issued by the Securities and Exchange Board of India (SEBI) titled "Industry Standards on Minimum information to be provided for review of the audit Committee and shareholders for approval of a related party transaction."

A(1)

Basic details of the related party

S.NO	Particulars of the Information	Information to be provided BY management	Information to be provided BY management	Information to be provided BY management
1	**Name of the related party**	Emmbros Automotives Private Limited	PROSPEEDWAYS LLC	Emmforce Mobility Solutions Private Limited
2	**Country of incorporation of the related party**	India	USA	India
3	**Nature of business of the related party**	Purchase/sale	Sale	Sales/Purchase/Unsecured Loan/giving guarantee/providing security

A(2)

Relationship and ownership with related party

S.NO	Particulars of the information	Emmbros Automotives Private Limited	PROSPEEDWAYS LLC	Emmforce Mobility Solutions Private Limited
1	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: 1. **Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.** 2.**Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).** **3.Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving then subsidiary).**	Promoter Directors of the company are director and member in the related party holding 100% shares. Related party has nil shareholding in the company.	The promoter directors of the company are partners in the related party with 100% holding. Related party has nil shareholding in the company.	The related party is subsidiary of the company with 80% shareholding. Rest of the holding is with promoter directors of the company. Related party has nil shareholding in the company.

A(3)

Detail of Previous transactions with Related Party

S.NO	Particulars of information	Emmbors Automotives Private Limited (Figure in Rupees)	PROSPEEDWAYS LLC (Figure in Rupees)	Emmforce Mobility Solutions Private Limited (Figure in Rupees)
1	Total amount of all transactions undertaken by the listed entity with subsidiary with the related party during the last financial year: • Nature of transaction	Sale of Goods & Machinery Rs. **93,05,875.00** Purchase of goods & Machinery Rs. **15,09,77,977.00**	Sale of Goods Rs. **20,64,28,390.00**	Sale of Goods Rs. **17,30,322.49** Purchase of goods Rs. **3,79,30,096.00** Loans Rs. **9,97,25,987.00**
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	**APRIL 26 TO JUNE 2026** **Rs.3,75,26,140.16** **purchase**	**APRIL 26 TO JUNE 2026** **Rs. 17,59,00,829.26** **sale**	**APRIL 26 TO JUNE 2026** **Rs. 2,42,35,128.48** **purchase**
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	Not Applicable	Not Applicable

A(4)

Amount of the proposed Transaction(s) (EAL):-

S.no	Particulars of the information	Emmbros Automotives Private Limited (*)	PROSPEEDWAYS LLC	Emmforce Mobility Solutions Private Limited
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	**Transactions with Emmforce Autotech Limited (EAL)** Purchase Rs. 20.00 Crores Sales Rs. 1.00 crore **Transactions with Emmforce Mobility Solutions Private Limited (EMSPL)-** Purchases:- 3.00 Crores Sales:- 2.00 Crores	Sale Rs. 120.00 Crores	Purchase Rs. 15.00 Crores Sales: 2.00 crore Loan Rs. 35.00 crores Guarantee & Security 25.00 crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annu al consolidated turnover for the immediately preceding financial year	18.64% (Combined)	106.53%	68.36% (Combined)

4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	***For EAL:-***172.70% ***For EMSPL:-***41.12%	986.84%	633.22%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	***39.78%***	227.31%	145.86%
6	Financial performance of related party for the immediately Preceding financial year: • Turnover • Profit after Tax • Net worth	• ***52.79 Cr.*** • ***2.30 Cr.*** • ***19.53 Cr.***	• 12.92 Cr. • 0.19 Cr. • 1.05 Cr.	• 12.16 Cr. • (4.19) Cr. • (2.42) Cr.

(*) The proposed transactions of Emmbros Automotives Private Limited are mentioned for Emmforce Autotech Limited as well as for its subsidiary Emmforce Mobility Solutions Private Limited.

A(5)

Basic Details of the proposed Transaction

S.NO	Particular of the Information	Emmbors Automotives Private Limited (*)	PROSPEEDWAYS LLC	Emmforce Mobility Solutions Private Limited
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase and sale of Goods	Sales of Goods	Purchase of Goods Sales of good, making of loan and providing corporate guarantee
2	Details of each type of the proposed transaction	**Transactions with Emmforce Autotech Limited (EAL)** Purchase Rs. 20.00 Crores Sales Rs. 1.00 crore **Transactions with Emmforce Mobility Solutions Private Limited (EMSPL)-** Purchases:- 3.00 Crores Sales:- 2.00 Crores	Sale Rs. 120.00 Crores	Purchase Rs 15.00 Crores Sales: 2.00 crore Loan Rs. 35.00 crores Guarantee & Security 25.00 crores
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months	12 Months	12 Months
4	Whether omnibus approval is being sought?	No	No	No

5	Value of the proposed transaction during a financial year.	Purchase Rs. 20.00 Crores Sales: Rs. 1.00 crore	Sale: Rs. 120.00 Crores	Purchase: Rs. 15.00 Crores Sales: Rs. 2.00 crore Loan: Rs. 35.00 crores Guarantee & security: Rs. 25.00 crores
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Export Customers of Listed Company & Related Party is common & to give the benefit of lower logistic cost to customer all the export sales of related Party routed through the Listed Entity. The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factor s including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available.	Related Party is mainly the warehousing company used for the customers who don't want to import the material directly in their name as well as some customers ask the warehousing facility to avoid the higher transit time due to which these transactions happen. The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available.	Forging division of Related party is the backward integration for the Listed company where the Forgings of the Related party is the RM of Listed company. The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
	a. Name of the director / KMP	1. Ashok Mehta 2. Neetu Mehta	1. Ashok Mehta 2. Neetu Mehta	1. Ashok Mehta 2. Neetu Mehta

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	1. Ashok Mehta 18.09% 2. Neetu Mehta 81.91%	1. Ashok Mehta 50.00% 2. Neetu Mehta 50.00%	1. Ashok Mehta 10.00% 2. Neetu Mehta 10.00%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA	NA
9	Other information relevant for decision making.	NA	NA	NA

(*) The proposed transactions of Emmbros Automotives Private Limited are mentioned for Emmforce Autotech Limited as well as for its subsidiary Emmforce Mobility Solutions Private

B(1)

Disclosure of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Emmbors Automotives Private Limited	PROSPEEDWAYS LLC	Emmforce Mobility Solutions Private Limited
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Other Process	Other Process	Other Process
2.	Basis of determination of price.	Transfer Pricing	Transfer Pricing	Transfer Pricing
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			

B(2)

Disclosure of transactions relating to loans and advances given to its subsidiary Emmforce Mobility Solutions Private Limited

S. No.	Particulars of the information	Information to be provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.*	Internal Accruals and proceeds of issue
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Nil
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Currently it is 7.44%, but it is fluctuating
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Same as Bank Rate
5.	Maturity / due date	4 Years

6.	Repayment schedule & terms	4 Years
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The financial assistance is given to subsidiary to meet its working Capital requirement and increasing the operational efficiency. This will ensure the safeguarding of investment of company in its subsidiary.

C(1)

Disclosure in case of transactions relating to loans and advance given by listed entity to Emmforce Mobility Private Limited

S. No.	Particulars of the information	Information to be provided by the management
1	Latest credit rating	NA
2	Default on borrowings, if any ; In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil No No No

	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

B(4)

Disclosure of providing corporate guarantee by the listed entity for its subsidiary Emmforce Mobility Solutions Private Limited

S. No.	Particulars of the information	Information provided by the management
1.	(a) **Rationale for giving guarantee** (b) **Whether it will create legal binding/obligation on the company**	The subsidiary company has taken loan for meeting its working capital requirement and increase its operational efficiency. The holding company is providing guarantee to loan sanctioned to subsidiary, which will ensure safeguarding the investment of the holding company as same will ensure timely and appropriate credit assistance to subsidiary. This is a contingent liability and obligation to repayment only arise in case of default by subsidiary.
2.	**Material covenant of the proposed transaction including:** (a) **Commission to be received by listed entity** (b) **Contractual provisions on how listed entity shall recover money**	NA
3.	**The value of obligations undertaken by the listed entity or any of its subsidiary, for which guarantee has been provided.** **Additionally any provisions required to be made in the books of accounts**	10 crores Nil

	of the listed entity or any of its subsidiary.	

C(3)

Disclosure *only* in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Credit rating not applicable
2	Details of solvency status and going concern status of the related party during the last three financial years:	Related party is solvent and going concern.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Rs. 10.00 crores No provision required to be made
4	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person.	Nil

ITEM NO. 5

Sh. Ashok Mehta (DIN 00058188) is currently the Managing Director of the Company and is also a Member of the Audit Committee of the Board of Directors of the Company.

The present term of Sh. Ashok Mehta (DIN 00058188), Managing Director of the Company is valid upto 12.10.2026. The Board of Directors of the Company in their meeting held on 05.08.2026 have approved the re-appointment of Sh. Ashok Mehta as Managing Director of the Company. As per proviso to Section 196(2) of the Act, no re-appointment of the managing director can be made earlier than one year before the expiry of his term. In compliance with this provision, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee had, subject to the Provisions of Sections 196, 197, 198, 203 and all other applicable Provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act, re-appointed Mr. Ashok Mehta (DIN 00058188) as the Managing Director and whole time Key Managerial Personnel of the Company for a period of 5 years w.e.f. 13.10.2026, subject to approval of the shareholders of the Company. Mr. Ashok Mehta shall be a Whole Time Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013. The Board had fixed the remuneration of Sh. Ashok Mehta as set out in the Resolution at item no. 5 of the Notice w.e.f. 13.10.2026. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of re-appointment of Sh. Ashok Mehta under Section 190 of the Act. The Statutory Auditors of the Company have issued their certificate that the proposed transaction shall be at Arm's Length. The said Certificate has been appended at the end of the Explanatory Statement to this Notice as **Annexure N-3**. The detailed conditions have been provided in the Resolution itself.

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Managing Director/Whole Time Directors and their remuneration is to be made with approval of the Shareholders in the General Meeting and it is further provided that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together. As the proposed remuneration of Sh. Ashok Mehta as Managing Director of the Company is likely to exceed 5% of the Net Profits and remuneration of all whole time directors, taken together is likely to exceed 10% of the net profits of the Company, the matter requires approval of the Shareholders of the Company by way of Special Resolution.

It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company, should be for a period not exceeding three years. As such, while the re-appointment of Mr. Ashok Mehta to the post of Managing Director of the Company is proposed to be approved for a term of 5 years, his remuneration shall be valid for 3 years, as spelt out in the Resolution set out at item no. 5 of the Notice.

As the proposed remuneration of Mr. Ashok Mehta as Managing Director of the Company is likely to exceed the above thresholds, the matter requires approval of the Shareholders of the Company by way of Special Resolution.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution. The Company was incorporated on 13th October, 2023 pursuant to the conversion of the erstwhile partnership firm, M/s Emmforce Inc. and further came out with SME IPO in April 2024. In current market scenario there is possibility of fluctuations in profitability arising from prevailing market conditions, economic uncertainties, and other industry-specific factors, the Company has inadequate profits for the purpose of payment of managerial remuneration. Accordingly, if the Company's profits are inadequate the approval of the Members by way of a Special Resolution will be required for payment of an overall remuneration exceeding the limits specified in Section 197 and Schedule V of Companies Act, 2013. Therefore, in order to suitably remunerate Mr. Ashok Mehta, Managing Director, keeping in view his entitlement and existing remuneration, as also the competitive market practices, if the Company's profits become inadequate, the approval of the Members is sought for payment of a remuneration as set out in the Resolution at item no. 5 of the Notice.

The principal terms and conditions of Sh. Ashok Mehta's re-appointment as the Managing Director are as follows:-

- Period of Re-appointment: From 13.10.2026 upto 12.10.2031 (both days inclusive).
- Duties: He shall be vested with substantial powers of management of the affairs of the Company. He shall devote his whole time and attention to the business of the Company and shall carry out his duties as may be entrusted to him by the Board of Directors of the Company from time to time subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries.
- Remuneration:- As stated in the Resolution set out at item no. 5 of the Notice of this Annual General Meeting
- Minimum Remuneration: : Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive as specified in the Resolution set out at item no. 5 of the Notice of this Annual General Meeting
- Other Terms of Re-appointment: The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board or its Committee.
- The terms and conditions of re-appointment of the Managing Director also includes adherence with the Emmforce Code of Conduct for Directors & Senior Management
- Provisions of Companies Act 2013 and Listing Regulations (as amended from time to time) shall be applicable with respect to the relationship between the Company and Sh. Ashok Mehta as Managing Director.

Sh. Ashok Mehta has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circular dated June 20, 2018 issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Sh. Ashok Mehta, pursuant to Section 152 of the Act, has given his consent to act as Managing Director of the Company, subject to the approval of the Members. Sh. Ashok Mehta satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

Therefore, the re-appointment of Mr. Ashok Mehta as Managing Director of the Company and fixation of his salary is placed for approval of the Members of the Company at the ensuing Annual General Meeting by way of Special Resolution and therefore your Directors recommend the Resolution set out at Item no. 5 to be passed as Special Resolution.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

Mr. Ashok Mehta, aged 59 years, is the Chairman & Managing Director and Promoter of the Company. He was appointed to the Board on October 13, 2023 as the Chairman & Managing Director for a period of three years. He is a Chartered Accountant from the Institute of Chartered Accountants of India and also holds a Bachelor of Commerce degree. Mr. Mehta is a first-generation entrepreneur in the automotive industry with over 35 years of extensive industrial experience in manufacturing automotive differential and drivetrain components. Manufacturing innovative automotive parts has always been his passion. He is responsible for the overall management and sustained growth of the Company, and his experience and leadership enable the Board to take strategic decisions in a competitive business environment. He possesses requisite personal competencies as per the Chart of skills/expertise/competence of the board of directors adopted by the Company in the Nomination and Remuneration Policy. Having regard to the qualifications, skill, background, experience and knowledge, the Board is of the view that the re-appointment of Sh. Ashok Mehta as Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The appointee Director Mr. Ashok Mehta may be treated as interested in this resolution, to the extent of his remuneration and other benefits arising out of this resolution. Further, Mr. Azeez Mehta and Mrs. Neetu Mehta, Directors of the Company may also be treated as interested in this resolution as immediate relatives of Mr. Ashok Mehta and also as members of the same family. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

As on the date of this report, Sh. Ashok Mehta holds 7759200 (37.85%) Equity Shares in the Company and does not hold any Stock Options.

Further, as per Section 197 of the Act read over with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, some Parameters have been specified which are to be taken into account by the Shareholders while according their approval as given below:-

(1) the Financial and operating performance of the company during the three preceding financial years.
(2) the relationship between remuneration and performance.
(3) the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.
(4) whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.
(5) the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As such your Directors have considered the above parameters in relation to re-appointment and fixation of remuneration of Mr. Ashok Mehta as Managing Director. The said proposal has also been approved by the Nomination and Remuneration Committee of the Board and by Audit Committee of the Board. The required information as per the above said parameters is given below:-

(1) The Financial and operating performance of the company during the three preceding financial years.

On Standalone basis:-

PARTICULARS	**FY 13.10.2023-31.03.2024 (*)**	**FY 2024-25**	**FY 2025-26**
Total Income	41,23,90,874.88	89,14,26,059	1,04,76,51,651
Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation)	7,57,79,769.26	18,84,82,565	22,16,44,080
Profit from Continued Operations before Tax and exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
Total Profit before Tax after exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
Total Profit after Tax	4,26,60,606.00	10,60,27,363	12,06,33,179
Total Comprehensive Income	4,26,60,606.00	10,60,27,363	12,06,33,179

(*) The company was incorporated on 13.10.2023

On Consolidated basis:-

PARTICULARS	FY 13.10.2023-31.03.2024 (*)	FY 2024-25	FY 2025-26
Total Income	41,28,29,834.88	89,02,66,500	1,12,71,83,817
Earnings before Interest, Depreciation and Tax and exceptional items (from continued Operations))	7,55,23,732.26	18,36,15,364	22,76,20,421
Profit from Continued Operations before Tax and exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
Total Profit before Tax after exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
Total Profit after Tax	4,08,82,970.00	8,06,49,158.00	8,24,77,587.00

(2) The relationship between remuneration and performance:-

The proposed remuneration as set out in Resolution No. 5 of the Notice is commensurate with the responsibilities shouldered by Mr. Ashok Mehta and is fully justified considering his significant contribution to the growth and development of the Company. He has consistently demonstrated exceptional leadership, strategic vision, initiative, and managerial capabilities across various functions of the Company, particularly in the areas of finance, administration, marketing of new product lines, IT integration of business processes, and infrastructure development. The performance of Mr. Ashok Mehta has been duly evaluated by the Nomination and Remuneration Committee and the Board of Directors, which have acknowledged his valuable contribution to the Company's operations and overall performance. Accordingly, the proposed remuneration is considered fair, reasonable, and in the best interests of the Company. The payment of the proposed remuneration has been duly approved by the Board of Directors, the Nomination and Remuneration Committee, and the Audit Committee of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and other relevant regulations.

(3) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company

The Principle of proportionality followed in the Company is that Whole Time Directors of the Company are paid monthly remuneration and Independent Directors on the Board are paid Sitting Fee for the Board/Committee Meetings. The sitting fee of the Independent Directors is decided by the Board based upon the qualifications, skill set and experience of the individual directors and the recommendation of the Nomination and Remuneration Committee. Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company.

Some categories of the staff are also paid incentives and variable salary which is based upon their performance. The remuneration of the directors and senior management people of the company is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Company, arithmetic principle of proportionality of remuneration within the Company is difficult to be arrived at and for the same reason, any rating methodology is also difficult to be worked out.

(4) Whether remuneration policy for directors differs from remuneration policy for the employees and if so, an explanation for the difference.

As per the Nomination and Remuneration Policy of the Company, remuneration payable to the Whole Time Directors is based upon performance and is subject to the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company. The sitting fee payable to the independent directors is decided by the Board based upon the qualification, skill set and experience of the individual directors and recommendation of the Nomination and Remuneration Committee. The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.

(5) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As on 31-03-2026, Mr. Ashok Mehta held 7759200 (37.85%) Equity Shares in the Company. Further he does not hold any Stock Options. Further, he has not pledged any shares as at the end of the preceding financial year i.e. 2025-26.

The information as required under para 1.2.5 of Secretarial Standard -2 is given under **Annexure N-1** along with information pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, at the end of this Explanatory Statement. Information required under Part II of Schedule V to the Companies Act, 2013 is given as **Annexure N-2**

Item No. 6

Sh. Azeez Mehta (DIN 10353827) is currently the Whole Time Director of the Company.

The present term of Sh. Azeez Mehta (DIN 10353827), Whole time Director of the Company is valid upto 12.10.2026. The Board of Directors of the Company in their meeting held on 05.08.2026 have approved the re-appointment of Sh. Azeez Mehta as Whole time Director of the Company.

In compliance with this provision, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee had, subject to the Provisions of Sections 196, 197, 198, 203 and all other applicable Provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act, re-appointed Mr. Azeez Mehta (DIN 10353827) as the Whole time Director and whole time Key Managerial Personnel of the Company for a period of 5 years w.e.f. 12.10.2026 subject to approval of the shareholders of the Company. Mr. Azeez Mehta shall be a Whole Time Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013. The Board had fixed the remuneration of Sh. Azeez Mehta as set out in the Resolution at item no. 6 of the Notice w.e.f. 12.10.2026. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of re-appointment of Sh. Azeez Mehta under Section 190 of the Act. The Statutory Auditors of the Company have issued their certificate that the proposed transaction shall be at Arm's Length. The said Certificate has been appended at the end of the Explanatory Statement to this Notice as **Annexure N-6**. The detailed conditions have been provided in the Resolution itself.

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Managing Director/Whole Time Directors and their remuneration is to be made with approval of the Shareholders in the General Meeting and it is further provided that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together. For the reason that with the proposed remuneration of Sh. Azeez Mehta as Whole Time Designated Director of the Company, remuneration of all whole time directors, taken together is likely to exceed 10% of the net profits of the Company, the matter requires approval of the Shareholders of the Company by way of Special Resolution. It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company, should be for a period not exceeding three years.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution. The Company was incorporated on 13th October, 2023 pursuant to the conversion of the erstwhile partnership firm, M/s Emmforce Inc. and further came out with SME IPO in April 2024. In current market scenario there is possibility of fluctuations in profitability arising from prevailing market conditions, economic uncertainties, and other industry-specific factors, the Company has inadequate profits for the purpose of payment of managerial remuneration. Accordingly, if the Company's profits are inadequate the approval of the Members by way of a Special Resolution will be required for payment of an overall remuneration exceeding the limits specified in Section 197 and Schedule V of Companies Act, 2013. Therefore, in order to suitably remunerate Mr. Azeez Mehta, Wholetime Director, keeping in view his entitlement and existing remuneration, as also the competitive market practices, if the Company's profits become inadequate, the approval of the Members is sought for payment of a remuneration as set out in the Resolution at item no. 5 of the Notice.

The principal terms and conditions relating to the remuneration of Sh. Azeez Mehta are set out in the resolution itself. Sh. Azeez Mehta shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries.

Provisions of Companies Act 2013 and Listing Regulations (as amended from time to time) shall be applicable with respect to the relationship between the Company and Sh. Azeez Mehta, Whole time Director.

Sh. Azeez Mehta has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circular dated June 20, 2018 issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Sh. Azeez Mehta satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible to continue in his role. The Company has received from Sh. Azeez Mehta, a declaration to the effect that he is not disqualified from acting as a Director in terms of Section 164(2) of the Act.

It is hereby confirmed that the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor. Further, the Company has never issued any non-convertible debentures.

Mr. Azeez Mehta, aged 28 years, is the Whole Time Director and Chief Financial Officer of the Company. He was appointed to the Board on October 13, 2023 as Whole Time Director for a period of three years. He has been associated with the Company since its incorporation and contributes to the financial management and strategic operations of the Company. He was appointed as the Chief Financial Officer of the Company with effect from November 1, 2023. He holds a Bachelor of Science degree in Industrial Engineering and has over six years of experience in the automotive components industry. He possesses strong knowledge of business operations and plays a key role in motivating and leading the team. He possesses requisite personal competencies as per the Chart of skills/expertise/competence of the board of directors adopted by the Company in the Nomination and Remuneration Policy. Having regard to the qualifications, skill, background, experience and knowledge, the Board is of the view that re-appointment of Sh. Azeez Mehta as Whole Time Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

The appointee Director Mr. Azeez Mehta may be treated as interested in this resolution, to the extent of his remuneration and other benefits arising out of this resolution. Further, Mr. Ashok Mehta and Mrs. Neetu Mehta, Directors of the Company may also be treated as interested in this resolution as immediate relatives of Mr. Azeez Mehta and also as members of the same family. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

As on the date of this report, Sh. Azeez Mehta holds 6100 (0.03%) Equity Shares in the Company and does not hold any Stock Options.

Further, as per Section 197 of the Act read over with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, some Parameters have been specified which are to be taken into account by the Shareholders while according their approval as given below:-

(1) the Financial and operating performance of the company during the three preceding financial years.
(2) the relationship between remuneration and performance.
(3) the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.
(4) whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.
(5) the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As such your Directors have considered the above parameters in relation to re-appointment of Mr. Azeez Mehta as Whole Time Director. The said proposal has also been approved by the Nomination and Remuneration Committee of the Board and by Audit Committee of the Board. The required information as per the above said parameters is given below:-

(1) The Financial and operating performance of the company during the three preceding financial years.

On Standalone basis:-

PARTICULARS	**FY13.10.2023-31.03.2024 (*)**	**FY 2024-25**	**FY 2025-26**
Total Income	41,23,90,874.88	89,14,26,059	1,04,76,51,651
Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation)	7,57,79,769.26	18,84,82,565	22,16,44,080
Profit from Continued Operations before Tax and exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
Total Profit before Tax after exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
Total Profit after Tax	4,26,60,606.00	10,60,27,363	12,06,33,179
Total Comprehensive Income	4,26,60,606.00	10,60,27,363	12,06,33,179

(*) The company was incorporated on 13.10.2023

On Consolidated basis:-

PARTICULARS	**FY13.10.2023-31.03.2024 (*)**	**FY 2024-25**	**FY 2025-26**

Total Income	41,28,29,834.88	89,02,66,500	1,12,71,83,817
Earnings before Interest, Depreciation and Tax and exceptional items (from continued Operations))	7,55,23,732.26	18,36,15,364	22,76,20,421
Profit from Continued Operations before Tax and exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
Total Profit before Tax after exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
Total Profit after Tax	4,08,82,970.00	8,06,49,158.00	8,24,77,587.00

(*) The company was incorporated on 13.10.2023

(1) The relationship between remuneration and performance:-

The proposed remuneration as set out in item no. 6 of the Notice is fully justified. Mr. Azeez Mehta has been associated with the Company since incorporation in various capacities in the senior management of the Company and is currently serving as Whole Time Director of the Company and Chief Financial Officer of the company. He has good leadership skills, tact and has contributed towards the financial management and strategic operations of the Company for promoting the business of the company. Further, the proposed remuneration has been evaluated by the Board, Nomination and Remuneration Committee of the Board and Audit Committee of the Board.

(2) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company

The principle of proportionality followed in the Company is that Whole Time Directors of the Company are paid monthly remuneration. Independent Directors on the Board are paid Sitting Fee for the Board/Committee Meetings and reimbursement of travelling expenses is also made to them for attending Board / Committee Meetings. The sitting fee of the Independent Directors is decided by the Board based upon the qualifications, skill set and experience of the individual directors and the recommendation of the Nomination and Remuneration Committee. Further, the employees of the Company are paid remuneration based upon their qualifications, experience, personal traits and their performance in the Company. Some categories of the staff are also paid incentives and variable salary which is based upon their performance. The remuneration of the directors and senior management people of the company is approved by the Nomination and Remuneration Committee of the Board. As a lot of subjective criteria is involved in fixation of remuneration of the directors and employees of the Company, arithmetic principle of proportionality of remuneration within the Company is difficult to be arrived at and for the same reason, any rating methodology is also difficult to be worked out.

(3) Whether remuneration policy for directors differs from remuneration policy for the employees and if so, an explanation for the difference.

As per the Nomination and Remuneration Policy of the Company, remuneration payable to the Whole Time Directors is based upon performance and is subject to the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company. The sitting fee payable to the independent directors is decided by the Board based upon the qualification, skill set and experience of the individual directors and recommendation of the Nomination and Remuneration Committee. The remuneration payable to Employees is based upon their knowledge, qualification, experience and performance. The reason for this differentiation is that remuneration to the Directors is governed by the provisions of the Companies Act, 2013, Listing Regulations and Articles of Association of the Company and remuneration to the employees of the Company is based upon other factors as explained in the foregoing discussion and the same is also influenced by competitive factors.

(4) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As on 31-03-2026, Mr. Azeez Mehta holds 6100 (0.03%) Equity Shares in the Company. Further he does not hold any Stock Options. Further, he has not pledged any shares as at the end of the preceding financial year i.e. 2025-26.

The information as required under para 1.2.5 of Secretarial Standard -2 is given under **Annexure N-4** along with information pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, at the end of this Explanatory Statement. Information required under Part II of Schedule V to the Companies Act, 2013 is given as **Annexure N-5**

ANNEXURE TO THE NOTICE

Annexure N-1

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2 INCLUDING THE INFORMATION OF DIRECTORS, WHOSE REMUNERATION IS BEING FIXED/VARIED

Name of Director	Sh. Ashok Mehta (DIN:00058188)
Date of First (Original) Appointment on the Board:	13.10.2023
Date of Birth, Age	07.05.1967, 59 years
Designation	Managing Director
It is proposed to approve the re-appointment of Sh. Ashok Mehta as Managing Director of the Company liable to retire by rotation, w.e.f. 13.10.2026 for a term of 5 (Five) years ending on 12.10.2031on Monthly Remuneration of Rs. 10,00,000/- (Rupees Ten Lacs Only) to be paid for the first three years commencing from 13.10.2026 till 12.10.2029 and as other terms, as set out in the Special Resolution at Item no. 5 of the Notice and as explained in the Explanatory Statement to the said item	
Nature of Expertise in Specific Functional Area and experience:- He is a first-generation entrepreneur in the automotive industry with over 36 years of extensive industrial experience in manufacturing automotive differential and drivetrain components.	
Terms and Conditions of Appointment or Re-appointment and Remuneration, if any:	
Term	**(a)** Service Contract period:- 5 years i.e. from 13.10.2026 till 12.10.2031 **(b)** Remuneration period :- 3 years i.e. from 13.10.2026 till 12.10.2029
Remuneration last drawn, if applicable	His last drawn remuneration for the FY 2025-26 is as given as below:- • Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month during the FY 2025-26 with an annual increment of 10% p.a. w.e.f. 01.04.2027. • Rent Free Accommodation (RFA) valued at Rs. 14,83,373/- for FY 2025-26 including water, electricity & other perquisites charges on actual use basis. **Commission**: -

	Annual Remuneration along with all the perquisites paid to him during the FY 2025-26 is Rs. 1,34,83,373/-
Details of Remuneration sought to be paid	Upto Rs. 10,00,000/- (Rupees Ten Lacs Only) per month and rent free accommodation and other benefits and perquisites, if any, except the perquisites falling outside the purview of ceiling of remuneration as per the applicable provisions of Schedule V of the Companies Act, 2013 shall be paid to him as decided by the Nomination and Remuneration Committee of the Board. For more details, please refer the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Qualification	He is a Chartered Accountant from the Institute of Chartered Accountants of India and also holds a Bachelor of Commerce degree.
List of Other Directorships	• Director – Emmforce Mobility Solutions Private Limited • Director – Emmbros Automotives Private Limited • Managing Director – Emm Distribution Private Limited
Names of Listed Entities in which the person also holds the directorship	No Company other than Emmforce Autotech Limited
Chairmanship/Membership of the Committees of the Board of Directors of Paul Merchants Ltd	• Member -Audit Committee • Member – Stakeholder's Relationship Committee
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	NIL
Shareholding in the Company	7759200 Equity shares (37.85%)
Shareholding in the Company as a Beneficial Owner	NIL
Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company:- Mr. Azeez Mehta is son of Mr. Ashok Mehta and Mrs. Neetu Mehta is spouse of Mr. Ashok Mehta . He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	
No. of Meetings of Board attended during the FY 2025-26	6

Annexure N-2

The following detailed information as per Part– II of Schedule V is as follows:

I. General information:				
(1) Nature of industry	The Company is engaged in the manufacturing of specialized automotive drivetrain components primarily used in four-wheel drive (4WD) and performance racing vehicles. The Company focuses on producing high-precision engineered components and providing integrated engineering solutions to global automotive customers.			
(2) Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations since the year 2023. The Company had been granted Certificate of Commencement on 13.10.2023.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is already in existence and operating since the year 1984.			
4) Financial performance based on given indicators	**STANDALONE BASIS:-**			
	PARTICULARS	**FY 13.10.2023-31.03.2024 (*)**	**FY 2024-25**	**FY 2025-26**
	Total Income	41,23,90,874.88	89,14,26,059	1,04,76,51,651
	Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation)	7,57,79,769.26	18,84,82,565	22,16,44,080
	Profit from Continued Operations before Tax and exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
	Total Profit before Tax after exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
	Total Profit after Tax	4,26,60,606	10,60,27,363	12,06,33,179
	Total Comprehensive Income	4,26,60,606	10,60,27,363	12,06,33,179

	CONSOLIDATED BASIS			
	PARTICULARS	**FY 13.10.2023-31.03.2024 (*)**	**FY 2024-25**	**FY 2025-26**
	Total Income	41,28,29,834.88	89,02,66,500	1,12,71,83,817
	Earnings before Interest, Depreciation and Tax and exceptional items (from continued Operations))	7,55,23,732.26	18,36,15,364	22,76,20,421
	Profit from Continued Operations before Tax and exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
	Total Profit before Tax after exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
	Total Profit after Tax	4,08,82,970	8,06,49,158	8,24,77,587
(5) Foreign investments or or collaborations, if any.	The share capital of the Company has a fractional shareholding (0.45) NRI shareholders as on 31.03.2026.			
II. Information about the appointee:				
(1) Background details	Mr. Ashok Mehta is 59 years of age and he is a Chartered Accountant from the Institute of Chartered Accountants of India and also holds a Bachelor of Commerce degree. He has over 34 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Managing Director, he leads all the departments and activities of the Company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board and under his leadership, Direction and guidance the Company will reach new heights of success			

(2) Past remuneration	His remuneration during FY 2025-26 is as follows:- a. Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month during the FY 2025-26, b. Rent Free Accommodation (RFA) valued at Rs. 14,83,373/- for FY 2025-26 including water, electricity & other perquisites charges on actual use basis. c. Total Annual Remuneration paid to him for the FY 2025-26 is Rs. 1,34,83,373/-.
(3) Recognition or awards	Nil
(4) Job profile and his suitability	Mr. Ashok Mehta is associated with the Company since incorporation. He leads all the departments and activities of the Company as Managing Director of the Company. Mr. Ashok Mehta has over 34 years of diverse experience in the Company and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. Keeping in view his excellent performance, the Board considers him as best suitable candidate for the position of Managing Director. Keeping in view his excellent performance and contribution towards every sphere of the business of the Company and his valuable experience and on the recommendation of Nomination and Remuneration Committee and on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on 05.08.2026 had approved his re-appointment as Managing Director of the Company w.e.f. 13.10.2026 for a term till 12.10.2031 on the remuneration as specified in Special Resolution set out at item No. 5 of the Notice of the AGM. The Board of Directors are of unanimous view that under his leadership, direction and guidance, the Company will reach new heights of success.
(5) Remuneration proposed	The Remuneration proposed to be paid to Mr. Ashok Mehta is as per the details set out in the Special Resolution at Item No. 5 of the Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Ashok Mehta, the Board believes that the remuneration proposed to be paid to him as Managing Director is appropriate and commensurate with the industry standards. Further the remuneration proposed to be paid to him is in accordance with the Nomination and Remuneration Policy of the Company and as

	per the approval and recommendation of Nomination and Remuneration Committee of the Board.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Mr. Ashok Mehta holds 7759200 (37.85%) Equity shares in his name in the Share Capital of the Company as on date Mr. Ashok Mehta is father of Mr. Azeez Mehta and spouse of Mrs. Neetu Mehta, Directors of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The company was formed on 13th October 2023 after conversion of erstwhile partnership firm M/s Emmforce Inc. and is in the initial stages of growth. The Company was incorporated on 13th October, 2023 pursuant to the conversion of the erstwhile partnership firm, M/s Emmforce Inc., and is presently in the growth and expansion phase of its business operations. Considering the evolving nature of the Company's business and the possibility of fluctuations in profitability arising from prevailing market conditions, economic uncertainties, and other industry-specific factors, the Company may, at certain times, have inadequate profits for the purpose of payment of managerial remuneration.
(2) Steps taken or proposed to be taken for improvement	The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability.
(3) Expected increase in productivity and profits in measurable terms	Focus on improving operational efficiency, leading to a 5–10% increase in productivity, a 2–3% reduction in manufacturing costs, and a corresponding improvement in EBITDA margin of 1–2% through strategic initiatives, process optimization, and effective governance.

Annexure N-3

VIJAY JINDAL & ASSOCIATES
CHARTERED ACCOUNTANTS

#1299, 2nd Floor, Opp. Post Office
Sector 15-B, Chandigarh-160015
Phone: 0172-4024804
Email: vijayjindal26@gmail.com

TO WHOM SO EVER THIS MAY CONCERN

As per information, explanations and confirmations provided to us, we are of the opinion that the following Remuneration proposed to be paid to Mr. Ashok Mehta (DIN 00058188), as Managing Director of the Company M/s Emmforce Autotech Limited w.e.f. 13-10-2026 subject to the approval of Shareholders, on the Terms and Conditions as described below, is fair and at Arm's Length:-

REMUNERATION:

a. Remuneration:- Upto Rs. 10,00,000/- (Rupees Ten Lacs Only) per month and rent free accommodation and other benefits and perquisites, if any, except the perquisites falling outside the purview of ceiling of remuneration as per the applicable provisions of Schedule V of the Companies Act, 2013 with an annual increment of 10% w.e.f. 01.04.2027.
b. Benefits:- No other benefits, stock options, pension, emoluments, etc.
c. Service Contract period:- 5 years i.e. from 13.10.2026 till 12.10.2031.
d. Remuneration period :- 3 years i.e. from 13.10.2026 till 12.10.2029.
e. Notice Period:- Three months.
f. Severance Fees:- No severance fees will be paid to him.
g. Reimbursement of expenses as per Company's policy.

ADDITIONAL TERMS AND CONDITIONS:

a. In the event of absence or inadequacy of profits in any financial year, Mr. Ashok Mehta (DIN 00058188) will be paid the Remuneration as specified above subject to the provisions of Schedule V of the Companies Act, 2013.
b. With the payment of Remuneration as above to Mr. Ashok Mehta (DIN 00058188), Managing Director, the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

For Vijay Jindal & Associates
CHARTERED ACCOUNTANTS
Firm Reg. No- 010457N

SD/-
(Vijay Jindal)
Prop.
M. No. 089159
UDIN: 26089159NIBGZA1311

Date: August 05, 2026
Place: Chandigarh

Annexure N-4

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2 INCLUDING THE INFORMATION OF DIRECTORS, WHOSE REMUNERATION IS BEING FIXED/VARIED

Name of Director	Sh. Azeez Mehta (DIN: 10353827)
Date of First (Original) Appointment on the Board:	13.10.2023
Date of Birth, Age	31.08.1997, 28 years
Designation	Wholetime Director
It is proposed to approve the re-appointment of Sh. Azeez Mehta as Wholetime Director of the Company liable to retire by rotation, w.e.f. 13.10.2026 for a term of 5 (Five) years ending on 12.10.2031on Monthly Remuneration of Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) to be paid for the first three years commencing from 13.10.2026 till 12.10.2029 with annual increment of 10% and as other terms, as set out in the Special Resolution at Item no. 6 of the Notice and as explained in the Explanatory Statement to the said item	
Nature of Expertise in Specific Functional Area and experience:- He holds a Bachelor of Science degree in Industrial Engineering and has over six years of experience in the automotive components industry. He possesses strong knowledge of business operations and plays a key role in motivating and leading the team.	
Terms and Conditions of Appointment or Re-appointment and Remuneration, if any:	
Term	**(a)** Service Contract period:- 5 years i.e. from 13.10.2026 till 12.10.2031 **(b)** Remuneration period :- 3 years i.e. from 13.10.2026 till 12.10.2029
Remuneration last drawn, if applicable	His last drawn remuneration for the FY 2025-26 is as given as below:- • Rs. 5,00,000/- (Rupees Ten Lakhs Only) per month during the FY 2025-26, • Perquisites valued at Rs. 7,39,780/- for FY 2025-26. **Commission**: - Annual Remuneration paid to him during the FY 2025-26 is Rs. 67,39,780/-
Details of Remuneration sought to be paid	Upto Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) per month and other benefits and perquisites, if any, except the perquisites falling

	outside the purview of ceiling of remuneration as per the applicable provisions of Schedule V of the Companies Act, 2013 shall be paid to him as decided by the Nomination and Remuneration Committee of the Board. For more details, please refer the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto.
Qualification	He holds a Bachelor of Science degree in Industrial Engineering
List of Other Directorships	• Director – Emm Distribution Private Limited
Names of Listed Entities in which the person also holds the directorship	No Company other than Emmforce Autotech Limited
Chairmanship/Membership of the Committees of the Board of Directors of Paul Merchants Ltd	NIL
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has resigned in the past three years	NIL
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	NIL
Shareholding in the Company	6100 Equity shares (0.03%)
Shareholding in the Company as a Beneficial Owner	NIL
Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company:- Mr. Azeez Mehta is son of Mr. Ashok Mehta and Mrs. Neetu Mehta, Directors of the company . He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	
No. of Meetings of Board attended during the FY 2025-26	6

Annexure N-5

The following detailed information as per Part– II of Schedule V is as follows:

I. General information:	
(1) Nature of industry	The Company is engaged in the manufacturing of specialized automotive drivetrain components primarily used in four-wheel drive (4WD) and performance racing vehicles. The Company focuses on

	producing high-precision engineered components and providing integrated engineering solutions to global automotive customers.
(2) Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations since the year 2023. The Company had been granted Certificate of Commencement on 13.10.2023
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is already in existence and operating since the year 1984.
4) Financial performance based on given indicators	See the tables below.

STANDALONE BASIS:-

PARTICULARS	FY 13.10.2023-31.03.2024 (*)	FY 2024-25	FY 2025-26
Total Income	41,23,90,874.88	89,14,26,059	1,04,76,51,651
Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation)	7,57,79,769.26	18,84,82,565	22,16,44,080
Profit from Continued Operations before Tax and exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
Total Profit before Tax after exceptional items	5,77,72,821.94	14,25,85,447	16,26,12,088
Total Profit after Tax	4,26,60,606	10,60,27,363	12,06,33,179
Total Comprehensive Income	4,26,60,606	10,60,27,363	12,06,33,179

CONSOLIDATED BASIS

PARTICULARS	FY 13.10.2023-31.03.2024 (*)	FY 2024-25	FY 2025-26
Total Income	41,28,29,834.88	89,02,66,500	1,12,71,83,817

	Earnings before Interest, Depreciation and Tax and exceptional items (from continued Operations))	7,55,23,732.26	18,36,15,364	22,76,20,421
	Profit from Continued Operations before Tax and exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
	Total Profit before Tax after exceptional items	5,69,63,707.94	11,68,38,942	12,00,93,068
	Total Profit after Tax	4,08,82,970	8,06,49,158	8,24,77,587
(5) Foreign investments or collaborations, if any.	The share capital of the Company has a fractional shareholding (0.45) NRI shareholders as on 31.03.2026.			
II. Information about the appointee:				
(1) Background details	Mr. Azeez Mehta is 28 years of age and holds a Bachelor of Science degree in Industrial Engineering and has over six years of experience in the automotive components industry. He has been associated with the Company since its incorporation and contributes to the financial management and strategic operations of the Company. He was appointed as the Chief Financial Officer of the Company with effect from November 1, 2023.			
(2) Past remuneration	His remuneration during FY 2025-26 is as follows: b. Rs. 5,00,000/- (Rupees Five Lakhs Only) per month during the FY 2025-26, c. Perquisites valued at Rs. 7,39,780/- for FY 2025-26. d. Commission e. Total Annual Remuneration paid to him for the FY 2025-26 is Rs. 57,39,780/-.			
(3) Recognition or awards	Nil			
(4) Job profile and his suitability	Mr. Azeez Mehta is associated with the Company since incorporation. He contributes towards the financial management and strategic operations of the Company as a Wholetime Director. Keeping in view his excellent performance and contribution towards the business of the Company and his valuable experience and on the recommendation of Nomination and Remuneration Committee and on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on 05.08.2026 had			

	approved his re-appointment as Wholetime Director of the Company w.e.f. 13.10.2026 for a term till 12.10.2031 on the remuneration as specified in Special Resolution set out at item No. 6 of the Notice of the AGM. The Board of Directors are of unanimous view that under his leadership, direction and guidance, the Company will reach new heights of success.
(5) Remuneration proposed	The Remuneration proposed to be paid to Mr. Azeez Mehta is as per the details set out in the Special Resolution at Item No. 6 of the Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Azeez Mehta, the Board believes that the remuneration proposed to be paid to him as Wholetime Director is appropriate and commensurate with the industry standards. Further the remuneration proposed to be paid to him is in accordance with the Nomination and Remuneration Policy of the Company and as per the approval and recommendation of Nomination and Remuneration Committee of the Board.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Mr. Azeez Mehta holds 6100 (0.03%) Equity shares in his name in the Share Capital of the Company as on date Mr. Azeez Mehta is the son of Mr. Ashok Mehta and Mrs. Neetu Mehta, Directors of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The company was formed on 13th October 2023 after conversion of erstwhile partnership firm M/s Emmforce Inc. and is in the initial stages of growth. The Company was incorporated on 13th October, 2023 pursuant to the conversion of the erstwhile partnership firm, M/s Emmforce Inc., and is presently in the growth and expansion phase of its business operations. Considering the evolving nature of the Company's business and the possibility of fluctuations in profitability arising from prevailing market conditions, economic uncertainties, and other industry-specific factors, the Company may, at certain times, have inadequate profits for the purpose of payment of managerial remuneration.
(2) Steps taken or proposed to be taken for improvement	The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability.

(3) Expected increase in productivity and profits in measurable terms	Focus on improving operational efficiency, leading to a 5–10% increase in productivity, a 2–3% reduction in manufacturing costs, and a corresponding improvement in EBITDA margin of 1–2% through strategic initiatives, process optimization, and effective governance.

Annexure N-6

VIJAY JINDAL & ASSOCIATES
CHARTERED ACCOUNTANTS

#1299, 2nd Floor, Opp. Post Office
Sector 15-B, Chandigarh-160015
Phone: 0172-4024804
Email: vijayjindal26@gmail.com

TO WHOM SO EVER THIS MAY CONCERN

As per information, explanations and confirmations provided to us, we are of the opinion that the following Remuneration proposed to be paid to Mr. Azeez Mehta (DIN 10353827), as Executive Director of the Company M/s Emmforce Autotech Limited w.e.f. 13-10-2026 subject to the approval of Shareholders, on the Terms and Conditions as described below, is fair and at Arm's Length:-

REMUNERATION:

a. Remuneration:- Upto Rs. 5,50,000/- (Rupees Five Lacs Fifty Thousand Only) per month and rent free accommodation and other benefits and perquisites, if any, except the perquisites falling outside the purview of ceiling of remuneration as per the applicable provisions of Schedule V of the Companies Act, 2013 with an annual increment of 10% every year.
b. Benefits:- No other benefits, stock options, pension, emoluments, etc.
c. Service Contract period:- 5 years i.e. from 13.10.2026 till 12.10.2031.
d. Remuneration period :- 3 years i.e. from 13.10.2026 till 12.10.2029.
e. Notice Period:- Three months.
f. Severance Fees:- No severance fees will be paid to him.
g. Reimbursement of expenses as per Company's policy.

ADDITIONAL TERMS AND CONDITIONS:

a. In the event of absence or inadequacy of profits in any financial year, Mr. Azeez Mehta (DIN 10353827) will be paid the Remuneration as specified above subject to the provisions of Schedule V of the Companies Act, 2013.
b. With the payment of Remuneration as above to Mr. Azeez Mehta (DIN 10353827), Wholetime Director, the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration

payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

For Vijay Jindal & Associates
CHARTERED ACCOUNTANTS
Firm Reg. No- 010457N

SD/-
(Vijay Jindal)
Prop.
M. No. 089159
UDIN: 26089159KPAJFC9008

Date: August 05, 2026
Place: Chandigarh

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 3rd Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2026.

FINANCIAL RESULTS

The financial results of the Company for the 3rd financial year under review are summarized for your consideration:

(Amount in Lakhs)

Particulars	Standalone FY ending on 31.03.2026	Standalone FY ending on 31.03.2025	Consolidated FY ending on 31.03.2026	Consolidated FY ending on 31.03.2025
Gross Income	10476.52	8914.26	11271.84	8902.66
Profit Before Interest and Depreciation	2216.44	1884.83	2276.20	1836.15
Finance Cost/Interest	199.42	191.36	261.08	241.22
Depreciation	390.90	267.61	814.19	426.54
Net Profit Before Tax	1626.12	1425.85	1200.93	1168.39

Provision for Tax	419.79	365.58	376.15	361.90
Net Profit After Tax	1206.33	1060.28	824.78	806.49

STATE OF COMPANY'S AFFAIRS/ BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/HIGHLIGHTS/OPERATIONS

The Company has completed its third financial year with a growth. During the year, it recorded revenue of ₹10476.52 lakhs on a standalone basis, reflecting an overall increase of 17.53% compared to the previous financial year. On a consolidated basis, the revenue stood at ₹11271.84 lakhs representing a growth of 26.61% over the previous year.

The Net Profit also witnessed increase of 13.77% on a standalone basis as compare to previous year, however there is increase in net profit by 2.27% on a consolidated basis. The Board of Directors remains optimistic about the Company's growth trajectory and is confident of continued progress in the coming years.

BUSINESS OVERVIEW

The Company is engaged in the manufacturing of niche automotive drivetrain components, including Differential Housings, Differential Lockers, Differential Covers, 4WD Locking Hubs, Spindles, Axles & Shafts, Gear Shifters, Yokes, Differential Spools, Differential Tools, and various other forged and cast differential parts. These products are primarily designed for 4-Wheel Drive and high-performance racing vehicles.

Since its inception, the Company has been export-oriented and has consistently catered to international markets. Over time, it has established itself as a leading manufacturer of drivetrain parts in India. The Company serves as a one-stop solution provider, offering high-quality, cost-effective drivetrain components while also delivering customized, out-of-the-box solutions through the design and development of complex and specialized parts tailored to customer needs.

SHARE CAPITAL

The authorized capital of the company is Rs. 21,00,00,000 consisting of 2,10,00,000 equity shares of Rs. 10 each.

The present issued, subscribed and paid-up share capital of the company as on date of this report is Rs. 20,49,96,000 consisting of 2,04,99,600 equity shares of Rs. 10 each.

- The Company has not bought back any of its securities during the year under review.
- The Company has not issued any Sweat Equity Shares or Employee Stock Option Schemes during the year under review.
- No Bonus Shares were issued during the year under review.
- The company has not issued any shares with differential voting rights during the financial year.

DIVIDEND

The directors have not recommended any dividend for the current financial year.

RESERVES

Entire amount of Net Profit of Rs. 1206.33 lakhs have been transferred to Profit and Loss Surplus account, which appears under the head "Reserves and Surplus." No amount has been transferred to any other reserves.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

There were no funds pending which were required to be transferred to Investor Education and Protection Fund (IEPF).

DIRECTORS & KEY MANAGERIAL PERSONNEL

The company was formed after conversion of partnership firm into a public limited company. The Board of directors of the company are as under:

Mr. Ashok Mehta: Managing Director
Mr. Azeez Mehta: Wholetime Director & CFO
Mrs. Neetu Mehta: Non Executive Woman Director
Mr. Raman Tewari: Independent Director
Mr. Manish: Independent Director

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ashok Mehta, Managing Director of the Company retires by rotation in the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

As at the end of the financial year under review, the Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Name	Designation
Mr. Ashok Mehta	Managing Director
Mr. Azeez Mehta	Wholetime Director cum Chief Financial Officer
Ms. Parul Gupta	Company Secretary

NUMBER OF MEETINGS OF BOARD

During the year 2025-26, 6 (Six) Board Meetings were held. The details regarding the dates of such Board Meetings along with the attendance of directors therein is provided hereunder:

Sr. No.	Date of Board Meeting	No. of Directors entitled	Attendance of Directors
1	21.04.2025	5	5
2	28.05.2025	5	5
3	06.08.2025	5	5
4	09.10.2025	5	5
5	10.11.2025	5	5
6	09.03.2026	5	5

Apart from the Board meetings, as per the provisions of Schedule IV of the Companies Act, 2013, a meeting of the Independent Directors of the company was held on 16.03.2026 which was attended by both the Independent Directors.

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and in order to comply with the requirement of Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Audit Committee is duly constituted. The Audit Committee as on March 31, 2026 comprises of the following Directors:

Mr. Raman Tewari	Chairman	Non-Executive Independent Director
Mr. Manish	Member	Non-Executive Independent Director
Mr. Ashok Mehta	Member	Managing Director

Ms. Parul Gupta, the Company Secretary of the company acts as the Secretary of the Audit committee.

All members of audit committee are financially literate. 4 (Four) audit committee meetings were held during the financial year 2025-26 on the following dates:

28.05.2025, 06.08.2025, 09.10.2025 and 10.11.2025.

The attendance at the Audit Committee Meetings during the period from 01.04.2025 till 31.03.2026 is given below:

Name of the Members of Audit committee	No. of meetings held	No. of Meetings attended
Mr. Raman Tewari	4	4
Mr. Manish	4	4
Mr. Ashok Mehta	4	4

Terms of reference of the Audit Committee are as per the governing provisions of the Companies Act (Section 177) & the Listing Regulations (Part C of Schedule II) and inter alia includes:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;

- 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
- changes, if any, in accounting policies and practices and reasons for the same
- major accounting entries involving estimates based on the exercise of judgment by management
- significant adjustments made in the financial statements arising out of audit findings
- compliance with listing and other legal requirements relating to financial statements
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. 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;

18. 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;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. 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;
21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

NOMINATION & REMUNERATION COMMITTEE

In terms of Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2026 comprises of the following Directors

Mr. Manish	Chairman	Non-Executive Independent Director
Mr. Raman Tewari	Member	Non-Executive Independent Director
Mrs. Neetu Mehta	Member	Non-Executive Director

Ms. Parul Gupta, Company Secretary of the company acts as the Secretary of the Nomination & Remuneration committee.

Terms of Reference of the NRC Committee are as follows:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director’s performance
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- 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
- Determine our Company’s policy on specific remuneration package for the Managing Director / Executive Director including pension rights;

- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose
- Decide the amount of Commission payable to the Whole Time Directors
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme

One NRC meeting was held on 9th March 2026 during the financial year ended on 31.03.2026. The details of meeting held of the Nomination and Remuneration Committee is as under:

Name of the Members of Nomination and remuneration Committee	No. of meetings held	No. of Meetings attended
Mr. Manish	1	1
Mr. Raman Tewari	1	1
Mrs. Neetu Mehta	1	1

REMUNERATION OF DIRECTORS

Remuneration paid to Directors is decided by the Board on the recommendations of the Nomination and Remuneration Committee and approved by the shareholders at General Meetings.

The remuneration to directors during the year under review is as under:

Sr. No.	Name	Designation	Remuneration
1	Ashok Mehta	Managing Director	Rs. 1,20,00,000
2	Azeez Mehta	Wholetime Director cum Chief Financial Officer	Rs. 60,00,000

Apart from the above stated, there have been no other material pecuniary relationships or transactions by the Company with Non-executive directors during the year.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Stakeholders Relationship Committee is duly constituted with following composition as on March 31, 2026

Mr. Ashok Mehta	Chairman	Managing Director
Mrs. Neetu Mehta	Member	Non-Executive Director
Mr. Manish	Member	Independent Director

Ms. Parul Gupta, Company Secretary of the company acts as the Secretary of the Stakeholders Relationship committee.

Two Stakeholders Relationship Committee Meetings were held on 20.08.2025 and 29.10.2025 during the financial year ending 31.03.2026.The details of Meetings attended by the members during the year are given below:

Name of the Members of Stakeholder Relationship Committee	No. of meetings held	No. of Meetings attended
Mr. Ashok Mehta	2	2
Mrs. Neetu Mehta	2	2
Mr. Manish	2	2

Terms of Reference of the Committee are as follows:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

During the financial year, no investor complaints or grievances were received by the company and no such complaints were pending for redressal at the end of the financial year.

CODE OF CONDUCT

The Board has adopted a well-defined Code of Ethics and Conduct ("the Code") applicable to all Board members and Senior Management personnel of the Company. The Code incorporates the duties of Independent Directors as prescribed under the Companies Act, 2013.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, all Directors and Senior Management personnel have affirmed compliance with the Code. A declaration to this effect, signed by the Managing Director, forms part of this Report.

The Code is available on the Company's website at www.emmforce.com.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 read over with Regulation 25 of SEBI (LODR) Regulations.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the Company. The Company has in place "Policy for Prevention and Redressal of Sexual Harassment" in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as 'the said Act') and Rules made there under. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee (ICC) at the Registered Office of the Company to deal with the Complaints received by the Company pertaining to gender discrimination and sexual harassment at workplace.

Further, as per the provisions of Section 21 & 22 of the said Act, the Report in details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No.	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end of the financial year under review
1.	NIL	NIL	NIL

MATERNITY BENEFIT COMPLIANCE

Pursuant to Clause (xiii) of sub-rule (5) of Rule 8 of the Companies (Accounts) Rules, 2014, the

Board of Directors hereby confirms that the Company has complied with the provisions of the Maternity Benefit Act, 1961 during the year under review. All eligible female employees are extended maternity benefits in accordance with the Act, including paid maternity leave, nursing breaks, and protection from dismissal during the maternity period. During the review period, no instances of non-compliance were observed.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

The shares of the company have been listed on SME Platform of BSE Limited w.e.f. 30.04.2024. Other than that, there is no material changes or commitments, effecting the financial position of the Company happening between the end of the Financial Year of the Company and date of this Report.

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

The requisite information has been given by way of an **Annexure-1** to this Report.

CHANGES HAPPENING DURING THE FINANCIAL YEAR

Your Directors wish to inform that there have not been any changes during the Financial Year under review:

a. In the nature of Company's business
b. Generally in the class of business in which the Company has an interest

CORPORATE GOVERNANCE

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the requirements under Regulations 17 to 27, which pertain to Corporate Governance, are not applicable to the Company. Accordingly, the report on Corporate Governance does not form part of this Report.

BUSINESS RESPONSIBILITY REPORT

As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement for submitting the Business Responsibility and Sustainability Report (BRSR) is not applicable to the Company.

POLICY ON DIRECTORS' APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirements of Section 134(3) (e) and Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy of the Company covering the criteria for appointment of Board members, including qualifications, positive attributes, and independence of

Directors, as well as the policy on remuneration of Directors, Key Managerial Personnel (KMP), and other employees—is attached as **Annexure–2** and forms an integral part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

In accordance with the provisions of Part B of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report for the year under review is presented in a separate section as **Annexure–3**, forming an integral part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES

In accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite disclosure is provided in **Annexure–4**, which forms an integral part of this Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, in consultation with the Nomination and Remuneration Committee, has formulated a comprehensive framework for the performance evaluation of the entire Board, its Committees, and individual Directors, including Independent Directors.

The evaluation is conducted based on pre-defined and objective criteria, which include, inter alia, the following:

a. Criteria for evaluation of the Board of Directors as a whole:
i. The Frequency of Meetings
ii. Quantum of Agenda
iii. Administration of Meetings
iv. Flow and quantity of Information from the Management to the Board
v. Number of Committees and their role.
vi. Overall performance of the Company

b. Criteria for evaluation of Board Committees:
i. Clarity of charter and roles
ii. Composition and expertise of members
iii. Effectiveness in meetings and decision-making
iv. Contribution to the Company's governance

c. Criteria for evaluation of the Individual Directors including Independent Directors;
i. Experience and ability to contribute to the decision making process
ii. Problem solving approach and guidance to the Management
iii. Attendance and Participation in the Meetings
iv. Personal competencies and contribution to strategy formulation

v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company met separately on 9th March, 2026, without the presence of Non-Independent Directors or members of the management.

During the meeting, they inter alia reviewed and discussed the performance of Non-Independent Directors, the Board as a whole, and the performance of the Chairman, taking into account the views of Executive and Non-Executive Directors.

Additionally, the Nomination and Remuneration Committee carried out the evaluation of each Director's performance. The Directors have expressed their satisfaction with the overall evaluation process.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Emmforce Mobility Solutions Private Limited (EMSPL) is a subsidiary of the Company. The statement containing the salient features of the financial performance and position of the subsidiary, as required under Section 129(3) of the Companies Act, 2013, in the prescribed format **AOC-1**, is annexed to the Directors' Report as **Annexure–5**.

STATUTORY AUDITORS

M/s Vijay Jindal & Associates, Chartered Accountants, Chandigarh, were appointed as the Statutory Auditors of the Company at the 1st Annual General Meeting, to hold office until the conclusion of the 6th Annual General Meeting, to be held in the year 2029, in accordance with the provisions of the Companies Act, 2013.

STATUTORY AUDITORS REPORT

The Auditors' Report for the financial year 2025–26 is self-explanatory and does not call for any further comments by the Board of Directors. Further, the Report does not contain any reservations, qualifications, or adverse remarks.

SECRETARIAL AUDITORS AND THEIR REPORT

M/s Kanwaljit Singh, Company Secretary in practice having CP no. 5870 and Membership no. FCS 5901 was appointed by the Board of Directors as Secretarial Auditor of the Company for a term of five consecutive years from the financial years 2025-26 to 2029-30 pursuant to Section 204 of the Companies Act, 2013.

The Secretarial Audit Report submitted by him in the prescribed form MR-3 is annexed as **Annexure-6** and forms part of this report. There are no qualifications, reservations, adverse remarks or disclaimer by the Secretarial Auditor in the Report issued by him for the financial year 2025-26 which call for any explanation from the Board of Directors.

COST AUDIT

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, the requirements relating to the maintenance of cost records and appointment of Cost Auditors are not applicable to the Company for the financial year under review.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements for the financial year ending 31.03.2026 are forming part of this annual report.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Pursuant to the provisions of Section 134(1)(e) of the Companies Act, 2013, the Company has established a well-placed, proper, and adequate internal financial control system, commensurate with the size, scale, and complexity of its operations.

The scope and authority of the Internal Audit function are clearly defined within the organization. The internal financial control system is designed to ensure that all assets are safeguarded and protected, and that transactions are authorized, properly recorded, and reported accurately.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has formulated and implemented a comprehensive Risk Management Policy in accordance
with the provisions of the Companies Act, 2013. The policy includes the identification and assessment of risks that, in the opinion of the Board, may potentially threaten the existence of the Company.

As part of this framework, the Company conducts periodic risk assessments and implements appropriate risk minimization procedures. These are regularly reviewed by the Board to ensure their effectiveness. Control systems are also instituted across business processes to mitigate identified risks.

The Board exercises oversight of the risk management framework and reviews the Risk Management Policy at regular intervals. In the opinion of the Board, no element of risk has been identified during the year under review which may threaten the existence of the Company.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the financial year ended 31st March, 2026, in terms of the provisions of Chapter V of the Companies Act, 2013.

Accordingly, the information required under the said provisions is Nil. Further, there has been no non-compliance with the requirements of Chapter V of the Act during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUSAND COMPANY`S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company`s operations in future.

SECRETARIAL STANDARDS

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

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors in respect of their roles, rights & responsibilities, nature of the industry in which Company operates, business model of the Company and related matters are communicated to the Independent Directors from time to time and are available on the website of the company at https://emmforce.com/wp-content/uploads/2026/03/Familization-Programmes-1.pdf.

ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the **Annual Return of the Company** is available on the Company's website at: www.emmforce.com. The weblink for the same is https://emmforce.com/wp-content/uploads/2026/08/AC5148211-Draft-MGT-7-Emmforce.pdf.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	Emmforce Mobility Solution Private Limited	28.72 Cr.	For meeting the working capital requirements of the subsidiary.
Details of Guarantees			
Sr. No.	Name of Entity/Person	Amount	Purpose

1	Emmforce Mobility Solution Private Limited	10,00,00,000	Guarantee given to secure the loan facilities extended to subsidiary company.
Details of Investments			
Sr. No.	Name of Entity/Person	Amount in Rs.)	Purpose
1.	Emmforce Mobility Solution Private Limited	3,20,00,000	Acquisition of shares of the subsidiary

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

All related party transactions that were entered into during the financial year were at arm's length, in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There were no material transactions made by the Company during the year that would have required Members' approval.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature.

The Company has adopted a policy to deal with related party transactions as approved by the Board of Directors. The detail of related party transactions is attached as **Annexure-7** in AOC-2.

THE DETAILS ABOUT THE POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING THE YEAR IN TERMS OF SECTION 134(3)(o) OF THE ACT:-

The details about the policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year under review in the form of CSR Policy is available on the website of the Company at www.emmforce.com. The weblink for the same is https://emmforce.com/wp-content/uploads/2025/08/CSR-Policy.pdf. During the year 2025-26, the Company has undertaken various Corporate Social Responsibility initiatives in accordance with the CSR Policy of the Company and Schedule VII to the Companies Act, 2013. The annual report on CSR is attached as **Annexure 8** of the report.

VIGIL MECHANISM

The Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of and also in terms of Regulation 4 (2) (d) and Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) read over with Section 134 (5) of the Companies Act, 2013, your Directors confirm that:-

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
(d) the directors had prepared the annual accounts on a going concern basis;
(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDUSTRIAL RELATIONSHIPS

Relations between the Management and the employees at all levels have been cordial and the Directors wish to express their appreciation for the cooperation and dedication of the employees of the Company.

COMPLIANCE

The company has devised proper systems to ensure compliance of all laws applicable to the company and the compliance reports issued by the Departmental Heads are placed before the Board every quarter confirming compliance by the Company with all applicable Laws.

LISTING AND LISTING REGULATIONS

The equity shares of the company are listed on the SME Platform of BSE Limited (BSE). The Company has also formulated the Policies as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable being listed on SME Platform.

The company is regular in paying the listing fee.

INSIDER TRADING

The Board of Directors has adopted The Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading policy of the company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

DEMATERIALIZATION OF SHARES

The Company’s Equity Shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. The entire shareholding of the company is in dematerialized form. M/s MUFG Intime India Pvt. Ltd, is acting as the Registrar and Share Transfer Agents for this purpose and acts as common share agency in terms of SEBI Guidelines.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES

The details of dues towards Micro, small and medium enterprises is nil.

ONE TIME SETTLEMENTS

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

SUSTAINABILITY INITIATIVE

Your Company is conscious of its responsibility towards preservation of natural resources and continuously takes initiatives to reduce consumption of electricity and water.

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

No Insolvency resolution process has been initiated/ filed by a financial or operational creditor or by the company itself under the IBC before the NCLT.

ACKNOWLEDGEMENT

Your Directors wish to express their sincere appreciation to valued Clients, Bankers, Statutory Authorities and Employees of the company for their continued support & co-operation.

Date: 05.08.2026
Place: Panchkula

For and on behalf of the Board of Directors
Emmforce Autotech Limited

Sd/-
Ashok Mehta
Chairman cum Managing Director

DIN : 00058188

DECLARATION OF THE MANAGING DIRECTOR

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company and the copies of the same is uploaded on the website of the Company www.emmforce.com Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2026.

SD/-

Place: Panchkula **Ashok Mehta**
Date: 05.08.2026 **Managing Director**
DIN: 00058188

ANNEXURE -1 TO THE DIRECTORS' REPORT:-

a) **Electricity Conservation**

Emmforce Autotech Limited is committed to sustainable operations, have been actively working towards optimizing energy usage. Recognizing the importance of energy conservation, we have implemented several measures to reduce our electricity consumption and improve energy efficiency across all operations.

(i)	the steps taken or impact on conservation of energy	**Upgrading to Energy-Efficient Equipment:** We are working on to begun the process of replacing older, energy-intensive machinery with newer, energy-efficient models. **Optimization of Lighting Systems:** The transition to LED lighting and the introduction of motion sensors have helped in reducing unnecessary energy consumption. **Employee Awareness Programs:** We have launched campaigns to educate and encourage our employees to adopt energy-saving practices in the workplace.

		These efforts are part of our broader commitment to environmental stewardship and operational efficiency. Moving forward, Emmforce Autotech Limited will continue to explore and implement additional energy conservation measures, ensuring that we operate in a manner that is both cost-effective and environmentally responsible.
(ii)	the steps taken by the company for utilizing alternate sources of energy	The company is exploring the cost-effectiveness of shifting to solar energy in the coming future.
(iii)	the capital investment on energy conservation equipment's	Nil

(b) Technology absorption

As we are newly formed company that's why we have a plan plans for technology absorption in up coming financial years

(i)	the efforts made towards technology absorption	The company since beginning has been investing in latest technological equipment.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Latest technology absorption has helped the company in considerably been improving its products' quality as well as production, reducing the product cost and faster development.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	None
	(b) the year of import;	NA
	(c) whether the technology been fully absorbed	NA
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
(iv)	the expenditure incurred on Research and Development	The company is highly focused on continuous improvement and new products designs through Research and Development but the business was converted from a Partnership wherein no separate accounting was done for expenditure on R&D. Henceforth the company plants to

		account for expenditure under this head for proper reporting in future.

C. **Foreign exchange earnings and outgo:**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows (both on consolidated basis) is as under:

Foreign Currency Transactions (in Equivalent INR)	**AS AT 31.03.2026**
Foreign Currency Earnings	97,87,72,851
Foreign Currency Expenditure	40,67,160

ANNEXURE -2 TO THE DIRECTORS' REPORT:-

NOMINATION AND REMUNERATION POLICY

Introduction:
This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee, in compliances with Section 178 of the Companies Act, 2013 read along with applicable rules thereto.

Objectives of the Committee:
The Committee shall:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.

ii. Formulation of criteria for evaluation of the Independent Director and to carry out evaluation of every Director's performance and to provide necessary report to the Board for further evaluation.

iii. Devising a policy on Board diversity.

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

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

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

vii. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

viii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

ix. To perform such other functions as may be necessary or appropriate for the performance of its duties.

x. To develop a succession plan for the Board and to regularly review the plan. Definitions:

- **"Act"**:- Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- **"Board"**:-Board means Board of Directors of the Company.
- **"Director"**:-Directors means Directors of the Company.
- **"Committee"**:-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **"Company"**:- Company means Emmforce Autotech Limited
- **"Independent Director"**:- As provided under the Companies Act, 2013, 'Independent director' shall mean a non-executive director, other than a nominee director of the Company:

a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

c. apart from receiving director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

e. who, neither himself nor any of his relatives —

i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; of-

(A). a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate Company; or

(B). any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;

iii. holds together with his relatives two per cent or more of the total voting power of the Company; or

iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or

f. who possesses such other qualification as may be prescribed under the applicable statutory provisions/ regulations

g. is a material supplier, service provider or customer or a lessor or lessee of the Company;

h. who is not less than 21 years of age.

• "Key Managerial Personnel":- Key Managerial Personnel (KMP) means-

(i) the Chief Executive Officer or the managing director or the manager;

(ii) the Whole-Time Director;

(iii) the Company Secretary;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the applicable statutory provisions/ regulations

• **"Senior Management"**:- The expression ''senior management'' means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

• **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

• **"Policy or This Policy"** means, "Nomination and Remuneration Policy".

• **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Guiding Principles

The Policy ensures that

i. 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.

ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks. iii 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.

Applicability:

The Policy is applicable to

i. Directors (Executive and Non Executive)

ii. Key Managerial Personnel

iii. Senior Management Personnel

iv. Employees

Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Nomination and Remuneration Committee comprises of following Directors:

1. Mr. Manish, Chairman (Non-Executive Independent Director)
2. Mr. Raman Tiwari, Member (Non-Executive Independent Director)
3. Mrs. Neetu Mehta, Member (Non-Executive Director)

Membership:

a. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

b. Minimum two (2) members shall constitute a quorum for the Committee meeting.

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

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

Chairman:

a. Chairman of the Committee shall be an Independent Director.

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

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

d. Chairman of the Nomination and Remuneration Committee meeting could be present at the

Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:
The Committee shall meet at such regular intervals as may be required.

Committee Members' Interests:

a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

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

Secretary:

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

Voting:

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

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

General Appointment Criteria:

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

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

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

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

Term / Tenure:
The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

1. Managing Director/Whole-time Director/Manager (Managerial Person):- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five

years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director: - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves as an Independent Director.

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

Removal:
Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:
The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Criteria for Evaluation of the Board:
Following are the Criteria for evaluation of performance of the Board:

1. Executive Directors:
The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time

2. Non Executive Director:
The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

(a) act objectively and constructively while exercising their duties;

(b) exercise their responsibilities in a bona fide manner in the interest of the Company;

(c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;

(d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(e) refrain from any action that would lead to loss of his independence

(f) inform the Board immediately when they lose their independence,

(g) assist the Company in implementing the best corporate governance practices.

(h) strive to attend all meetings of the Board of Directors and the Committees;

(i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

(j) strive to attend the general meetings of the Company;

(k) keep themselves well informed about the Company and the external environment in which it operates;

(l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(m) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

(n) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas/fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources etc or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and financially literate.

Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay: Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission: The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from

time to time.

3. Limit of Remuneration /Commission: Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Minutes of Committee Meeting:

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

Deviations from this policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

ANNEXURE-3 TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

BUSINESS OVERVIEW

Our company is engaged in the business of manufacturing niche automotive drivetrain parts like Differential Housings, Differential Lockers, Differential Covers,4WD Locking Hubs, Spindles, Axles & Shafts, Gear Shifters, Yokes, Differential Spools, Differential Tools and various differential forged / cast parts primarily for 4-wheel Drive and performance racing vehicles. The company has been engaged in exports ever since its inception. We have established itself as a manufacturer of Drivetrain Parts in India and is one stop shop for quality cost competitive drivetrain parts and providing out-of-the-box solutions to its customers through designing and development of complex / special parts.

We offer fully integrated engineering solutions from conceptualization, development and validation to implementation and manufacturing of our products. The conceptualization stage involves acquiring market intelligence, assessing customer requirement and formulating customized strategy for individual customers. The development phase includes product designing, material procurement and processing. This is followed by the validation phase, which involves prototyping, testing and feasibility analysis. Our in-house manufacturing and implementation competencies include forging, machining, fabrications, heat treatment, surface finish, logistics, quality and testing, design and validation.

FINANCIALS

The financial performance of the Company for the financial year ended March 31, 2026 is given in the director's report.

SWOT Analysis

Strengths:

- Our diverse product range of drivetrain parts manufactured under one roof gives us a market edge from most of the competitors.

- A number of the parts manufactured by us are niche with very limited competition
- Strong Long Term Customer relationships and Diverse Customer base allows to understand the upcoming requirements of the customers and helps us upsell / cross sell.
- New products in the pipeline for development are also very niche and highly scalable
- Integrated Manufacturing facilities and modern machinery helps us reduce the lead time of the customer and reduce dependence on outsourcing processes.
- Experienced Management and Skilled employee base
- Strong R&D and automation capabilities inhouse gives us an edge over competition
- Strong Engineering, Product Development and technological capabilities help us in enhancing our product range and improve manufacturing processes.
- Sustained Financial Performance and Strong Financial Position
- Proactive, market and customer centric approach of the management helps the company retain its customer base.

Weaknesses

- Low bargaining power with suppliers as some parts that we make have low volume of sales

Opportunities

- Huge Growth Potential in our product segment with global OEMs and large product distribution companies.
- Huge Growth Potential in untapped segments like Agriculture, Off Highway, EV, railways, defence etc.
- Huge Potential to grow in untapped territories like Europe, South America, Africa, Middle East, Asia Pacific and India

Threats

- Increased Competition from Local & Big Players may come
- Major change in Government Policies to curb exports
- Geo-political crisis between India and the countries we export to.

OUR CLIENT BASE

Our reach and presence in the industry can be comprehended by looking at our distinguished list of clienteles. They have been dealing in their respected disciplines from years. Our clients are spread across wide variety of sectors. Our strategy is to seek new customers and at the same time secure additional engagements from existing customers by providing timely and improved services.

We believe that our current capabilities and plans will ensure that we are well positioned to attract and develop new customer relationships. Business from new customers is accepted upon consideration of factors such as alignment of capabilities and customer expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

INDUSTRY STRUCTURE & DEVELOPMENT

India's auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3% of India's GDP and provided direct employment to 1.5 million people. By 2026, the automobile component sector will contribute 5-7% of India's GDP. The Automotive Mission Plan (2016-26) projects to provide direct incremental employment to 3.2 million by 2026

INFORMATION TECNOLOGY

Our company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Our Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws The internal control mechanism comprises a well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

HUMAN RESOURCES

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

SALES AND MARKETING

In the fast-paced world of business, where customer satisfaction is paramount. The synergy between their sales and marketing operations creates a seamless experience for customers, ensuring that they receive everything they need, precisely when they need it. This customer-centric approach is the cornerstone of success of Emmforce.

COMPETITION

The automotive component industry is extremely competitive. We do face competition from manufacturers of a few of the items that we manufacture. Our high focus on R&D and Engineering supported by highly customer centric approach, reduced lead times, a big range of products that we offer to each customer with low volumes and small minimum order quantities keeps the competition at bay. Our customer retention ratio is very high as we have been able to bestow so much faith in the minds of our customers due to high quality of our products, ethical business practices, ability to pick up complex projects and deliver to their expectations.

Unlike other players in the automotive parts where they are highly dependent on OEMs where competition is very high, our company has made a special space in 4WD and performance racing industry for drivetrain parts where product quality requirements 120 are far stringent then OEM parts, parts are complex, volumes are low by learning the art of managing low batch production parts in an efficient way and offering innovative solutions to customers where they can have an edge in the market over their competition.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT
The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

OTHER KEY INDICATORS

The key ratios as per the latest amendment to Schedule III are as below:

The ratios as per the latest amendment to Schedule III are as below:

Details of Ratios		**H. Year ended 31.03.2026**	**Year ended 31.03.2025**	**% Variance**
(1) Current Ratio (Times)	Ratio	1.59	2.43	(34.59)
Current Assets	Numerator	63,29,27,328	62,86,21,350	
Current Liabilities	Denominator	39,84,93,723	25,88,89,619	
(2) Net Debt Equity Ratio (Times)	Ratio	0.38	0.30	26.97
Debt capital (Long term borrowings + Short term borrowings)	Numerator	34,65,53,052	23,70,65,746	
Shareholder's Equity (Total Equity)	Denominator	91,80,07,106	79,73,73,927	
(3) Debt service coverage ratio (Times)	Ratio	3.64	3.95	(7.87)
Profit after tax+Finance costs+ Depreciation and amortization expenses+Loss/(Gain) on sale of Property Plant & Equipment + Exceptional items	Numerator	17,96,65,171	15,18,19,754	
Finance Costs + lease payments + Scheduled principal repayments of long term borrowings	Denominator	4,93,99,185	3,84,57,604	
(4) Return on Equity (%)	Ratio	13.14	13.30	(1.18)
Profit after tax (PAT)	Numerator	12,06,33,179	10,60,27,363	
Shareholder's Equity	Denominator	91,80,07,106	79,73,73,927	
(5) Inventory turnover ratio (in days)"	Ratio	48.55	21.55	125.31
Revenue from operations	Numerator	1,04,46,83,489	87,43,37,448	
Average Inventory (Opg Inventory+Clg Inventory/2)	Denominator	13,89,43,790	11,08,16,328	

(6) Debtors turnover ratio (in days) Revenue from operations Average trade receivables (Opg + Clg Trade Receivables/2)	Ratio Numerator Denominator	105.07 1,04,46,83,489 30,07,14,843	54.00 87,43,37,448 27,77,51,464	94.55
(7) Trade payables turnover ratio (in days) Total Purchases Average Trade Payables (Opg + Clg Trade Payables /2)	Ratio Numerator Denominator	56.64 61,46,15,205 9,53,68,167	24.48 51,70,96,529 7,44,61,836	131.36
(8) Net capital turnover ratio (in days) Revenue from operations Working Capital+current maturities of long term borrowings	Ratio Numerator Denominator	73.12 1,04,46,83,489 20,92,73,490	23.18 87,43,37,448 11,92,22,018	215.42
(9) Net profit ratio (%)* Profit for the year Revenue from operations	Ratio Numerator Denominator	11.55 12,06,33,179 1,04,46,83,489	12.13 10,60,27,363 87,43,37,448	(4.78)
(10) Return on Capital Employed (%)" Earning before interest and taxes Tangible Net Worth + Total Debt + Deferred Tax Liabilities	Ratio Numerator Denominator	17.28 18,25,54,278 1,05,61,57,321	17.67 16,17,21,855 91,50,05,956	(2.20)
(11) Return on investment (%) Income generated from invested funds Time weighted average invested funds in investments	Ratio Numerator Denominator	5.46 62,81,561.77 11,49,89,250.00	- - -	

ANNEXURE-4 TO THE DIRECTORS' REPORT

DETAILS UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2025-26, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2025-26.

Sr. No.	Name of Director/KMP	Designation	The Ratio of the remuneration of each Director to the median remuneration of the employees	The percentage increase in remuneration
1.	Ashok Mehta	Chairman cum Mg Director	9.71	Nill

2.	Azeez Mehta	Executive Director	4.85	Nill
3.	Azeez Mehta	CFO		
4.	Parul Gupta	CS	0.12	Nill

ii. The percentage decrease in the median remuneration of Employees for the financial year was 8.11%

iii. The Company has 231 permanent Employees on the rolls of Company as on 31st March, 2026.

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

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

It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

Top Ten Employee Information as on 31st March 2026 (Excluding Director and CFO of The Company)

Sr. No.	Employee Name	Code	Designation	Annual CTC Gross	Qualification	Experience	Last Employement	No of Share Held in Company
1	NAVNEET KATOCH	20437	DEPUTY GENERAL MANAGER	2800008	B. Tech, Mech.	15 years	Escorts Agri Machinery	Nil
2	ASHISH CHANDER SHARMA	20316	GENERAL MANAGER	2500004	MBA	39 years	Sri Aurobindo Automotive Component	Nil
3	SWAMY KAULESH CHINMAY	10795	SENIOR MANAGER	1847996	MBA , IT	21 Years	Open Enterprises Solutions Pvt.Ltd	Nil
4	VIKAS KAUSHAL	20419	SENIOR MANAGER	1650000	B.Tech , MBA	16 years	Allengers Medical System Ltd.	Nil
5	NARESH KUMAR	20303	DEPUTY GENERAL MANAGER	1500008	BE, Mech.	34 Years	Him Techno Forging Pvt Ltd	Nil
6	RAJEEV KUMAR	10836	MANAGER	1400004	B.sc	17 Years	Unitherm Engineers Ltd	Nil
7	ROHIT KATNA	20103	Senior Manager	1350008	BE, MBA	10 Years	MT Autocraft	Nil

8	ANIL KUMAR	20168	Senior Manager	1200008	MBA	17 Years	Him Techno Forge Ltd	Nil
9	RAKESH KUMAR	20067	Senior Manager	1200000	BA,Diploma in ME	27 Years	Metlonics Industries Pvt Ltd	Nil
10	VINOD KUMAR	20151	Senior Manager	1200000	MBA, LLB	15 years	Amit Engineers	Nil

ANNEXURE-5 TO THE DIRECTORS' REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

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

	Particulars	Details
1	Name of the subsidiary	EMMFORCE MOBILITY SOLUTIONS PRIVATE LIMITED
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2025 – 31-03-2026
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4	Share capital	4,00,00,000.00
5	Reserves & surplus	(6,42,14,496.00)
6	Total assets	36,90,00,397.00
7	Total Liabilities	39,32,14,893.00
8	Investments	Nil
9	Turnover	12,14,35,039
10	Profit/(Loss) before taxation	(4,19,40,594.00)
11	Provision for taxation	NIL
12	Deferred Tax	(43,63,428.00)
13	Profit after taxation	(3,75,77,166.00)
13	Proposed Dividend	NIL
14	% of shareholding	80.00%

Notes: The following information shall be furnished at the end of the statement:

Part "B": Associates and Joint Ventures

Nil

ANNEXURE -6 TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

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

To,

The Members,
Emmforce Autotech Limited
Plot No. 287, Industrial Area,
Phase II, Industrial Estate,
Panchkula-134113 Haryana.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EMMFORCE AUTOTECH LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by EMMFORCE AUTOTECH LIMITED ("the Company") for the financial year ended on March 31, 2026, according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable during the financial year under review.
d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not Applicable during the financial year under review.
e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.

(vi) The major provisions and requirements prescribed under all applicable Labour laws viz. The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Employee's State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972 etc.

(vii) Environment Protection Act, 1986 and other environmental laws.

(viii) Hazardous Waste (Management and Handling) Rules, 1989 and the Amendments Rules, 2003.

(ix) The Air (Prevention and Control of Pollution) Act, 1981

(x) The Water (Prevention and Control of Pollution) Act, 1974

The company complies with Statutory Tax Audit requirement under section 44AB of the Income Tax Act, 1961, which is done by Tax Auditors appointed, in his Tax Audit Report, so we have not reviewed compliance of applicable Income Tax Laws to the Company.

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to the extent applicable, being a material subsidiary of a listed company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable to the company.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors of the company during the audit period.

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, 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.

3. All decisions are carried out through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I Further report that there were no instances of :

(i) Preferential /Right issue of shares / sweat equity
(ii) Redemption / buy-back of securities.
(iii) Merger / amalgamation / reconstruction etc.
(iv) Foreign technical collaborations.

Place: Chandigarh
Date: 05.08.2026

Sd/-
KANWALJIT SINGH
FCS No. 5901
C P No.: 5870
Peer Review Cert No. 2319/2022
UDIN: **F005901H001026492**

ANNEXURE -7 TO THE DIRECTORS' REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. – **NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis

a)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Emmforce Mobility Solutions Pvt Ltd
b)	Nature of contracts/ arrangements/ transaction	Sale of goods Rs. 17.30 lakhs Purchase of gooods Rs. 379.30 lakhs Rent received Rs. 24 lakhs
c)	Duration of the contracts/ arrangements/ transaction	Continuing arrangement
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	All transactions are at arm's length in ordinary course of business.
e)	Justification for entering into such contracts or arrangements or transactions'	Normal business transactions in ordinary course of business at arm's length
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

The company has a loan up to Rs. 20 cr and extended a guarantee to secure loan of Rs. 10 cr to Emmforce Mobility Solutions Pvt Ltd.

b)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Emmbros Automotives Pvt. Ltd.
b)	Nature of contracts/ arrangements/ transaction	Sale of Goods Rs. 64.86 lakhs Purchase of goods Rs. 1402.55 lakhs Sale of Machinery Rs. 28.20 Lakhs Purchase of Machinery Rs. 107.23 Lakhs
c)	Duration of the contracts/ arrangements/ transaction	Continuing arrangement
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	All transactions are at arm's length in ordinary course of business.
e)	Justification for entering into such contracts or arrangements or transactions'	Normal business transactions in ordinary course of business at arm's length
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

c)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Prospeedways LLC USA
b)	Nature of contracts/ arrangements/ transaction	Sale of Goods 2064.28 lakhs
c)	Duration of the contracts/ arrangements/ transaction	Continuing arrangement
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	All transactions are at arm's length in ordinary course of business.
e)	Justification for entering into such contracts or arrangements or transactions'	Normal business transactions in ordinary course of business at arm's length
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NIL

h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

d)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mrs. Neetu Mehta, Director (Relative of Managing Director)
b)	Nature of contracts/ arrangements/ transaction	Rent paid to Mrs. Neetu Mehta (Director), Interest on unsecured loan
c)	Duration of the contracts/ arrangements/ transaction	Continuing
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent Transactions with promoter at market value INR 24.00 lacs Interest on loan Rs. 44.83 lakhs
e)	Justification for entering into such contracts or arrangements or transactions'	The Company is using the premises of promoter and paying the rent as per market rate. As such, this Transaction is justified and is in the interests of the Company. Arm's length business transaction.
f)	Date of approval by the Board	NA.
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

e)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Ashok Mehta, Managing Director
b)	Nature of contracts/ arrangements/ transaction	Interest on unsecured Loan
c)	Duration of the contracts/ arrangements/ transaction	Continuous
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 31.71 lakhs

e)	Justification for entering into such contracts or arrangements or transactions'	Arm's length normal business transactions
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

f)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Azeez Mehta, Wholetime Director (Relative of Managing Director)
b)	Nature of contracts/ arrangements/ transaction	Interest on unsecured Loan
c)	Duration of the contracts/ arrangements/ transaction	Continuous
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 1.05 lakhs
e)	Justification for entering into such contracts or arrangements or transactions'	Arm's length normal business transactions
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

g)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Ashok Mehta HUF (HUF of Managing Director)
b)	Nature of contracts/ arrangements/ transaction	Interest on unsecured Loan
c)	Duration of the contracts/ arrangements/ transaction	Continuous
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 3.01 lakhs

e)	Justification for entering into such contracts or arrangements or transactions'	Arm's length normal business transactions
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

ANNEXURE-8 TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **Company's CSR initiatives are primarily designed around education, health and environment etc.**

A brief outline on CSR Policy of the Company is given below:

Objective:
To promote a unified approach to CSR in Emmforce Autotech Limited ('the Company') by identifying select causes to work with, thereby ensuring a high social impact.

CSR Approach & Guiding Principles:
Driven by our Core purpose, our CSR vision is to focus our efforts within the constituencies of girls, youth & farmers by innovatively supporting them through programmes designed in the domains of education, health and environment while harnessing the power of technology. By investing our CSR efforts in these critical constituencies who contribute to nation building and the economy, we will enable our stakeholders and communities to RISE.

All CSR projects will be in line with the CSR vision, as well as areas listed in Schedule VII of the Companies Act, 2013. CSR projects will be undertaken in India. It will not include the activities undertaken in pursuance of normal course of business of the Company, projects benefitting the employees of the Company (as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019) and as amended from time to time), or contributions of any amount directly or indirectly to any political party.

All CSR activities will be in project mode and will not include activities supported on sponsorship basis for deriving marketing benefits for its products or services or activities carried out for fulfilment of any other statutory obligations under any law in force in India.

2. Composition of CSR Committee**:** The provisions of constituting the CSR committee is not applicable to the company.

3. The web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. : www.emmforce.com

4. The executive summary along with the weblink(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable. : Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135 : Rs. 1001.79 Lakhs

(b) Two percent of average net profit of the company as per sub-section (5) of section 135 : Rs. 20.03 Lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

(d) Amount required to be set off for the financial year, if any : Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)] : Rs. 20.03 Lakhs

6. (a) Amount spent on CSR project (both ongoing project and other than ongoing project) : Rs. 20.03 Lakhs

(b) Amount spent in administrative overheads : Nil

(c) Amount spent on impact assessment, if applicable : Not Applicable

(d) Total amount spent for the financial year [(a)+(b)+(c)] : Rs. 20.03 Lakhs

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
20.03	Nil		Nil		

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	20.03
(ii)	Total amount spent for the Financial Year	20.03
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

S. No.	Preceeding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs. Lakhs)	Balance amount in Unspent CSR Account under b-section (6) 135 (in Rs. Lakhs)	Amount spent in the Financial Year (in Rs. Lakhs)	Amount transferred to a funds specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in Rs. Lakhs)	Deficiency, if any
					Amount (in Rs. Lakhs)	Date of transfer		
1.	2022-23	NA						
2.	2023-24	Nil						
3.	2024-25	Nil						
	Total	Nil						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year : No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135 : Not applicable

Disclosures under Para A of Schedule V of Listing Regulations

SR. NO.	In the account of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	• Loans and advances in the nature of loans to subsidiaries by name and amount. Rs. 28,72,36,517.00 • Loans and advances in the nature of loans to associates by name and amount. Nil • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount Rs. 28,72,36,517.00
2	Subsidiary	• Loans and advances in the nature of loans to subsidiaries by name and amount. Rs. 28,72,36,517.00 .
3	Holding Company	of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan. :

For details of transactions of the Company with the person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, if any, kindly refer to "Related Party Transaction" provided in notes to financial statements.

Place: Panchkula
Date: 05.08.2026

SD/-
Ashok Mehta
Managing Director
DIN: 00058188